

# BYLAWS OF MIDTOWN VILLAS HOMEOWNERS ASSOCIATION

## ARTICLE I *OFFICES*

The principal office of the Non-Profit Corporation in the State of North Carolina shall be located at 4801 Glenwood Avenue, Suite 200, Raleigh, NC 27612.

The Non-Profit Corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine or as the affairs of the Non-Profit Corporation may require from time to time.

The Non-Profit Corporation shall have and continuously maintain in the State of North Carolina, a registered office, and a registered agent whose office is identical with such registered office, as required by the North Carolina Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II *MEMBERS*

### SECTION 1. *Members.*

The Non-Profit Corporation shall have two classes of voting members. The qualifications and rights of the members shall be as follows:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any such Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote or a fractional vote be cast with respect to any Lot, and in no event shall fractional votes be allowed.

Class B. The Class B Member shall be the Declarant and shall be entitled to six (6) votes for each lot owned. The Class B memberships shall cease and be converted to a Class A membership on the happening of either the following events, which ever occurs earlier: eighty-five percent (85%) of the Lots have been sold by Declarant; or on December 31, 2022.

Every person or entity who is a record owner of a fee or undivided fee interest in any real property which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons who or entities which hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any real property which is subject to assessment by the Association.

**SECTION 2. *Election of Members.***

Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election.

**SECTION 3. *Voting Rights.***

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**SECTION 4. *Termination of Membership.***

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend a member's voting rights for cause after an appropriate hearing, and may, by a majority vote of those present of any regularly constituted meeting, suspend the voting rights of any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws.

**SECTION 5. *Reinstatement.***

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such voting rights upon such terms as the Board of Directors may deem appropriate.

**SECTION 6. *Transfer of Membership.***

Membership in this non-profit corporation is not transferable or assignable except to a successor in interest to the fee interest in any real property subject to the Declaration for Midtown Villas Homeowners Association.

**ARTICLE III *MEETINGS OF MEMBERS***

**SECTION 1. *Annual Meeting.***

An annual meeting of the members shall be held on a date designated by the property management company beginning with the year 2021, at the hour of 6:30pm o'clock, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**SECTION 2. *Special meetings.***

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights.

**SECTION 3. *Place of Meeting.***

The Board of Directors may designate any place within the State of North Carolina, as the place of meeting for any annual meeting or for any special meeting called by the Board of

Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Non-Profit Corporation in the State of North Carolina; but if all of the members shall meet at any time and place, either within or without the State of North Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any non-profit corporate action may be taken.

**SECTION 4. *Notice of Meetings.***

Written notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

**SECTION 5. *Informal Action by Members.***

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**SECTION 6. *Quorum.***

The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**SECTION 7. *Proxies.***

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**SECTION 8. *Manner of Acting.***

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

**SECTION 9. *Voting by Mail.***

Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## **ARTICLE IV *BOARD OF DIRECTORS***

### **SECTION 1. *General Powers.***

The affairs of the Non-Profit Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of North Carolina or members of the Corporation.

### **SECTION 2. *Number, Tenure and Qualifications.***

The initial number of Directors shall be two, namely Anna Lee and Nathan Benn. Each Director shall hold office until the next annual meeting of members or until his successor shall have been elected and qualified. Upon replacement of the initial Directors, the Board shall consist of 3 Directors with staggered terms of 3, 2, and 1 year terms. Upon the expiration of these terms, the subsequent terms for each director shall be 3 years.

### **SECTION 3. *Regular Meetings.***

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings of the Board without other notice than such resolution.

### **SECTION 4. *Special Meetings.***

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either with or without the State of North Carolina, as the place for holding any special meeting of the Board called by them.

### **SECTION 5. *Notice.***

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

### **SECTION 6. *Quorum.***

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 7. *Manner of Acting.***

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**SECTION 8. *Vacancies.***

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 9. *Compensation.***

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

**SECTION 10. *Informal Action by Directors.***

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**ARTICLE V OFFICERS**

**SECTION 1. *Officers.***

The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**SECTION 2. *Election and Term of Office.***

The officers of the Non-Profit Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**SECTION 3. *Removal.***

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4. *Vacancies.***

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 5. *President.***

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6. *Vice President.***

In the absence of the President or in event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**SECTION 7. *Treasurer.***

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer may also be the Secretary.

**SECTION 8. *Secretary.***

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the non-profit corporate records and of the seal of the Corporation and see that the seal of the Non-Profit

Corporation is affixed to all documents, the execution of which on behalf of the Non-Profit Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary may also be the Treasurer.

**SECTION 9. *Assistant Treasurers and Assistant Secretaries.***

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**ARTICLE VI COMMITTEES**

**SECTION 1. *Committee of Directors.***

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another non-profit corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Non-Profit Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Non-Profit Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment in any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

**SECTION 2. *Other Committees.***

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution members of each such committee shall be members of the Corporation, and the President of the Non-Profit Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to

appoint such member whenever in their judgment the best interests of the Non-Profit Corporation shall be served by such removal.

**SECTION 3. *Term of Office.***

Each member of a committee shall continue as such until the next annual meeting of the members of the Non-Profit Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**SECTION 4. *Chairman.***

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**SECTION 5. *Vacancies.***

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 6. *Quorum.***

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**SECTION 7. *Rules.***

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE VII *CONTRACTS, CHECKS, DEPOSITS AND FUNDS***

**SECTION 1. *Contracts.***

The Board of Directors may authorize any officer or officers, agent or agents of the Non-Profit Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Non-Profit Corporation, and such authority may be general or confined to specific instances.

**SECTION 2. *Checks, Drafts, etc.***

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name or the Corporation, shall be signed by such officer or officers, agent or agents of the Non-Profit Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Non-Profit Corporation.

**SECTION 3. *Deposits.***



All funds of the Non-Profit Corporation shall be deposited from time to time to the credit of the Non-Profit Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4. *Gifts.***

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Non-Profit Corporation.

**ARTICLE VIII *BOOKS AND RECORDS***

The Non-Profit Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Non-Profit Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX *FISCAL YEAR***

The fiscal year of the Non-Profit Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE X *DUES***

**SECTION 1. *Annual Dues.***

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class in accordance with the Declaration for Midtown Villas Subdivision.

**SECTION 2. *Payment of Dues.***

Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Non-Profit Corporation.

**SECTION 3. *Default and Termination of Membership.***

When any member of any class shall be in default in the payment of dues for a period of two months from the beginning of the fiscal year or period for which such dues became payable, his/her voting rights may thereupon be suspended by the Board of Directors in the manner provided in Article II of these Bylaws.

**ARTICLE XI *WAIVER OF NOTICE***

Whenever any notice is required to be given under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Non-Profit Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

The foregoing initial Bylaws of the Non-Profit Corporation were adopted by the Board of Directors on this day of 24th day of March, 2021.

Anna Lee  
Director

Nathan Benn  
Director