

**PROPOSED BYLAWS
RAVENWOOD FOREST ASSOCIATION**

ARTICLE 1 NAME

Section 1.01: NAME. The name of this Association shall be Ravenwood Forest Association, *hereafter referred to as the Association*, – located in Ravenwood Forest subdivision in the County of Henderson, Horse Shoe, North Carolina.

ARTICLE 2 PURPOSE

Section 2.01: PURPOSE. The purpose of this Association shall be *as follows*:

- 1) ~~To~~ promote cooperation in all matters of interest to property owners in said subdivision and to facilitate and expedite their interest in developing a better community and individual relationship.
- 2) To do all things necessary and within its scope of authority for the advancement and welfare of its members.
- 3) To receive, on behalf of the Association, any money, contribution, **grant**, gift, bequest or devise for any general purpose or for any special purpose of the Association.

ARTICLE 3 MEMBERSHIP

Section 3.01: ELIGIBILITY FOR MEMBERSHIP. Membership and conditions of membership in this Association are fully established as follows:

- 1) The owner or renters of any lot or lot and home in Ravenwood Forest Subdivision or Ravenwood Meadows Subdivisions by an individual, partnership, corporation.
- 2) Any person, partnership, corporation, or other entity shall have (1) one membership, whether one or more lots are owned. Execution of the deed conveying a lot in this subdivision by a member, or divesting his title (whether by foreclosure for taxes, execution of sale, or otherwise) shall constitute the consent and conveyance of this membership in the Association by the member without further compensation by this Association.

ARTICLE 4 ELECTION OF DIRECTORS

Section 4.01: PURPOSE AND NUMBER. *The business and affairs of the Association shall be managed by a Board of Directors.* There shall be not less than five (5) nor more than nine (9) directors of this Association, *each of whom shall be a lot owner.*

Section 4.02: ELECTION AND TERM. Directors ~~she~~all be nominated by a committee appointed by the President. A majority vote of the *paid* membership present at the annual meeting shall then decide the directors from this group of nominees. Terms shall be for three (3) years and until their successors in office are duly elected. *Directors may be elected to succeed themselves in office.*

~~Officers and Directors shall be voting members of the Association. Directors may be elected to succeed themselves in office.~~

Section 4.03: REMOVAL: *Any director may be removed at any time with or without cause by a vote of the members at a meeting held in accordance with these Bylaws.*

Section 4.04: VACANCIES: Any vacancy occurring in the Board of Directors because an elected or appointed Directors surrenders ~~his~~*their* directorship, shall ~~be~~ filled by the Board of Directors. A Director thus appointed shall serve for the unexpired term of ~~his~~*their* predecessor.

Section 4.05: POWERS AND DUTIES: All of the powers and duties of the Association shall be exercised by the Board subject to the annual vote of the membership and these Bylaws.

ARTICLE 5 OFFICERS

~~The officers shall consist of the President, Vice President, Secretary and Treasurer. Selection of officers shall be made by and from the BOARD OF DIRECTORS at its organizational meeting which shall be held WITHIN (10) TEN DAYS AFTER THE ANNUAL MEETING. They must be resident owners in the subdivision with all dues and assessments paid.~~

Section 5.01: OFFICERS. The Association shall have the following officers:

- 1) *President.*
- 2) *Vice-President,*
- 3) *Secretary, and*
- 4) *Treasurer.*

Section 5.02: ELECTION OF OFFICERS. The election of Officers shall be made by and from the Board of Directors, by a majority vote of the Directors. They must be owners in the subdivision with all dues and assessments paid.

Section 5.03: TERM OF OFFICER. The Officers shall serve a one-year term, with no limitations on future terms.

Section 5.04: DUTIES. The duties of the Officers are as follows:

~~The President shall preside all meetings, personally verify the monthly balance in the association account.—~~

1) *The PRESIDENT shall preside over all meetings the Association and of the Board, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.*

~~The Vice President shall assume the duties of the President in his/her absence, and such other duties as may be required.—~~

2) *The VICE-PRESIDENT shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.*

~~The Secretary shall keep accurate minutes all meetings. Minutes should be motions as stated and manner in which they were disposed of (whether carried or lost). Minutes should be made in a permanent form before being read and approved. The minutes should be signed by the person who wrote them.—~~

3) *The SECRETARY shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required.*

~~The Treasurer shall be responsible collecting all dues and assessments. Be responsible for a true and correct account of all receipts and disbursements and for deposits of all monies belonging to the association. Make such reports and statements to the President and board of directors as may be required. Bill not specifically within the approved the approved budget must be approved for payment by the President.—~~

4) *The TREASURER shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association. Maintain records needed to accurately complete and submit on a timely basis the annual Form 1120-H to the IRS.*

5) *The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association membership.*

Section 5.06: EXECUTION OF AGREEMENTS. Unless so authorized, no officer shall have the power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render if liable pecuniarily for any purpose or in any amount.

Section 5.07: COMPENSATION. No Officer shall be compensated for their service in such capacity, but may be reimbursed for out-of-pocket expenses incurred in performing their duties.

Section 5.08: VACANCIES AND REMOVAL FROM OFFICE: Any Officer may be removed by a majority vote of the Board of Directors (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer, a majority of the Board of Directors shall elect a successor.

ARTICLE 6 MEETINGS

Section 6.01: PLACE OF MEETINGS: Meetings of the members shall be held at such place within Henderson County, North Carolina as may be designated from time to time by the Board.

Section 6.02: ANNUAL MEETING: An annual meeting of the Association shall be held in the month of April of each year, if possible, ~~ANNUAL MEETING WILL BE IN APRIL OF EACH YEAR~~ for the purpose of electing directors, establishing dues, and approving the budget for the ensuing year.

Section 6.03: SPECIAL MEETINGS:

1) ~~"CALLED MEETING"~~ *Special meetings of the members may be called at any time by the President or by the Board and shall be called and held within fifty (50) days after written request therefore, signed by members of the Association entitled to cast at least twenty (20%) percent of the total votes in the Association, subject to Section 8.02. No business shall be transacted at a special meeting except that which is stated in the notice. ~~Written notice of any "called" meeting of the members shall be given by mail or by personal delivery a minimum of one week prior to the meeting.~~*

2) *A Special Meeting of the Board of Directors, may be called at any time by the President. A simple Majority will constitute a quorum of the Board.—*

Section 6.04: QUORUM; ADJOURNMENT, IF NO QUORUM: A quorum ~~QUORUM~~ shall consist of members present, in person or by proxy, entitled to cast at least twenty (20) percent of the total votes in the Association, subject to Section 8.02. If a quorum is not present, the meeting shall be adjourned until such time as a quorum is present. ~~fifty (50) percent of the RESIDENT voting membership at the time of the meeting,~~ provided that the existence of proxy vote by an absent Resident member shall be considered as present in determining the quorum.—

~~"CALLED" meetings of the members may be initiated by the Board Directors or written request signed by at least twenty (20) percent of the resident members in good standing. Such written request shall be delivered to the President and shall state the purpose for which the "called" meeting is requested.—~~

~~A "CALLED" meeting of the Board of Directors may be called at any time by the President. A simple MAJORITY will constitute a quorum of the Board.—~~

Section 6.05: NOTICE OF MEETINGS: A written or posted notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting at least seven (7) days before the date named for the meeting.

Section 6.06: PARLIAMENTARY AUTHORITY: Robert's Rules of Order shall govern the conduct of the association proceedings when not in conflict with the Declaration of Restrictive Covenants, these Bylaws or any statutes of the state of North Carolina applicable thereto. The President shall have the authority to appoint a parliamentarian. ~~PARLIAMENTARY PROCEDURE SHALL GOVERN ALL MEETINGS.—~~

ARTICLE 7 RULES AND REGULATIONS

Article 7.01: RULES: The Association shall adopt such rules and regulations as may be necessary to accomplish its purposes, provided that they may be amended at any meeting without previous notice by a MAJORITY VOTE.

Article 7.02: AUTHORIZATION TO ESTABLISH COMMITTEES: The President shall appoint such committees as deemed necessary for the proper and efficient function of the Association. Each such committee shall include at least one Director who shall act as chairman.

ARTICLE 8 FINANCES

Section 8.01: DUES AND ASSESSMENTS: Annual dues and assessments (as necessary) shall be ~~Each member shall pay dues of a specified sum per year in April due by May 1st, and assessments, if necessary,~~ determined by the Board of Directors and approved by the members at the annual ~~or "called"~~ meeting. *Each member shall pay dues and assessments (as necessary) annually. Dues and assessments shall be charged to members in April and due by May 1 of each year.* Such dues and assessments shall be paid to the Treasurer until dispersed as properly provided by the Association.

Section 8.02: FAILURE TO PAY DUES OR ASSESSMENTS: Failure to pay dues or assessments within thirty (30) days after they become payable shall automatically suspend voting privileges of the member owning the lot or lots on which such dues are not paid.

Section 8.03: AUDIT COMMITTEE: All books and records of the Treasurer shall be audited preceding the annual meeting of the members by a committee appointed by the President. The audit committee shall make its report at the annual meeting and such report shall be recorded in the minutes of the meeting.

Section 8.04: FISCAL YEAR: The fiscal year of the ~~a~~Association shall *be the calendar year. The Board may, from time to time, by resolution, change the fiscal year to some other designated period.*~~begin on the first day of January.—~~

ARTICLE 9 VOTING

Section 9.01: VOTES: ~~The full payment of the annual dues will entitle each lot owner to one vote apiece in all Association elections, Each RESIDENT membership of the Association shall be entitled to two (2) votes at any meeting of the members. Each NONRESIDENT membership of the Association shall be entitled to one (1) vote at any meeting of the members. All members may vote in person or by proxy executed in writing.~~

Section 9.02: MANNER OF CASTING VOTES: ~~Votes may be cast in person or by proxy. A proxy must be in writing, be signed by the lot owner, and be filed either directly with the Secretary or be given to a voting member to submit on their behalf to the Secretary at the meeting in question. A proxy shall be valid until revoked by the lot owner.~~

Section 9.03: REQUIRED VOTES: ~~All questions shall be decided by a majority of the votes cast on the question unless the provisions of the Bylaws or Declaration of Restrictive Covenants require a greater vote.~~

ARTICLE 10 - AMENDMENTS TO THE ~~BY LAWS~~BYLAWS

Section 10.01: PROCEDURE: ~~The By-Laws-Bylaws~~ may be altered, amended or repealed, and new ~~By-laws-Bylaws~~ adopted by affirmative vote of a majority of all the members entitled to vote under the terms and conditions of the ~~by-laws~~ existing.

Section 10.02: NOTIFICATION AND VOTE: The President of the Association shall send to each member, at least ten (10) days prior to any meeting where a vote is to be taken, a copy of any amendments, deletions, additions, or corrections.