

FILED IN HENDERSON COUNTY REGISTER OF DEEDS  
OFFICE. NEDRA W. MOLES, REGISTER <sup>WB</sup>

DATE: 3/29/11 TIME: 10:52 AM

EXCISE TAX STAMP: \_\_\_\_\_

BOOK: 1457 PAGE: 4

STATE OF NORTH CAROLINA  
COUNTY OF HENDERSON

AMENDED AND RESTATED BY-LAWS  
FOR  
BEAUMONT ESTATES SUBDIVISION

References: Deed Book \_\_\_\_\_, Page \_\_\_\_\_

I certify that the following person(s) personally appeared before me this day, each acknowledging to me this day that he or she signed the foregoing document:

Robert Adams

ROBERT ADAMS, President, BPOA

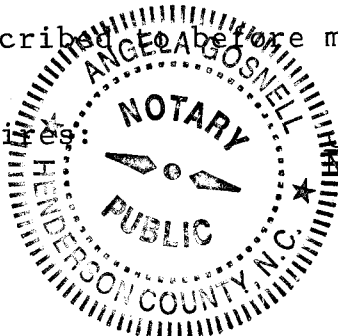
→ 305 Wayran Pl  
Hendersonville, NC 28739

Date: 3-29-2011

STATE OF NORTH CAROLINA, HENDERSON COUNTY

Sworn to and subscribed before me this the 29th day of  
March, 2011.

My Commission Expires:  
02-19-12



Angela Gosnell  
Notary, Angela Gosnell

**TABLE OF CONTENTS**

<b>ARTICLE 1</b>	<b>5</b>
<b>NAME, PURPOSE, AND APPLICABILITY</b>	
1.1 Name	
1.2 Purpose	
<b>ARTICLE II</b>	<b>5</b>
<b>OFFICES, REGISTERED AGENT, FISCAL YEAR</b>	
2.1 Principal Office, Registered Office	
2.2 Registered Agent	
2.3 Other Offices	
2.4 Fiscal Year	
<b>ARTICLE III</b>	<b>5</b>
<b>MEMBERSHIP</b>	
3.1 Membership	
3.2 Place of Meeting	
3.3 Annual Meetings	
3.4 Special Meetings	
3.5 Notices of Meetings. Waiver	
3.6 Quorum	
3.7 Voting Rights	
3.8 Proxies	
3.9 Majority Votes	
3.10 Actions Without Meeting	

**ARTICLE IV**

**7**

**BOARD OF DIRECTOR**

- 4.1 General Powers**
- 4.2 Number, Term and Qualification**
- 4.3 Nominations**
- 4.4 Election of Directors**
- 4.5 Removal**
- 4.6 Vacancies**
- 4.7 Chairman**
- 4.8 Compensation**
- 4.9 Loans to Directors and Officers**
- 4.10 Liability of Directors**
- 4.11 Meetings of Directors**
  - A. Regular Meetings**
  - B. Special Meetings**
  - C. Notices of Special Meetings**
  - D. Approved Meeting Place**
  - E. Quorum**
- 4.12 Action Without Meeting**
- 4.13 Presumption of Assent**
- 4.14 Powers and Duties**

**ARTICLE V**

**11**

**COMMITTEES**

- 5.1 Creation**
- 5.2 Vacancy**
- 5.3 Removal**
- 5.4 Minutes**
- 5.5 Responsibility of Directors**

<b>ARTICLE VI</b>	<b>11</b>
<b>OFFICERS</b>	
<b>6.1 Enumeration of Officers</b>	
<b>6.2 Election and Term</b>	
<b>6.3 Removal</b>	
<b>6.4 Vacancy</b>	
<b>6.5 Multiple Offices</b>	
<b>6.6 President</b>	
<b>6.7 Vice President</b>	
<b>6.8 Secretary</b>	
<b>6.9 Treasurer</b>	
<b>6.10 Assistant Secretaries and Treasurers</b>	
<b>ARTICLE VII</b>	<b>13</b>
<b>GENERAL PROVISIONS</b>	
<b>7.1 Parliamentary Rules</b>	
<b>7.2 Fidelity Bonds</b>	
<b>7.3 Amendments</b>	
<b>CERTIFICATION</b>	<b>14</b>

## ARTICLE 1

### NAME, PURPOSE, AND APPLICABILITY

- 1.1 **Name.** The name of this incorporated homeowners association shall be Beaumont Property Owners Association. The corporation shall be called the Association in these By-Laws.
- 1.2 **Purpose.** The purpose of the Association shall be to serve as the homeowners association for Beaumont Estates Subdivision located off Kanuga Road in Henderson County, North Carolina.

## ARTICLE II

### OFFICES, REGISTERED AGENT, FISCAL YEAR

- 2.1 **Principal Office, Registered Office.** The principal office of the Association shall be located in Henderson County, North Carolina.
- 2.2 **Registered Agent.** The Registered Agent for the Association is the President of the Association Board.
- 2.3 **Other Offices.** The Association may have other offices at such other places within the State of North Carolina as the majority of the Board of Directors may from time to time determine or as the affairs of the Association may require.
- 2.4 **Fiscal Year.** The fiscal year of the Association shall be January 1 through December 31.

## ARTICLE III

### MEMBERSHIP

- 3.1 **Membership.** Owners of lots within Beaumont Estates Subdivision located in Henderson County, North Carolina shall be members of the Association. Membership shall be appurtenant to and inseparable from lot ownership. No owner shall be required to pay any consideration whatsoever for his membership. Membership in the Association shall inure automatically to owners upon acquisition of the fee simple title, whether encumbered or not, to any one or more lots. The date of registration of the conveyance in the Henderson County Registry of the lot in question shall govern the date of the ownership of each particular lot.

The period of membership in the Association shall be for the duration in which such member remains an owner and shall cease automatically when the status of ownership terminates. The execution of a mortgage or deed of trust on a lot shall not divest an owner of membership.

- 3.2 **Place of Meeting.** All meetings of the membership shall be held in Henderson County, North Carolina, at such place as is convenient to the members as may be designated by the majority of the Board of Directors.
- 3.3 **Annual Meetings.** Annual meetings shall be held in December at such place and time as is convenient to the members. The majority of the Board of Directors shall decide this place and time.
- 3.4 **Special Meetings.** The President of the Board of Directors may call Special Meetings of the members at any time, or by the written request of the owners of at least 5 lots, by written notice to all owners. Business to be acted upon at all Special Meetings shall be confined to those items specifically stated in the notice of such meeting.
- 3.5 **Notices of Meetings. Waiver.** Written or printed notice stating the time and place of the meeting shall be delivered not less than 10 nor more than 50 days before the date of any Membership Meeting. Such notice shall be delivered either personally or by mail; by or at the direction of the President, Secretary or other person calling the meeting, to each Member entitled to vote at such meeting. Notice shall be deemed given upon deposit in any official depository of the United States Postal Service in an envelope properly addressed to each owner at the address of such or at any other address supplied to the Association by the owner, with sufficient postage affixed thereto. Notice given to any one tenant in common or joint tenant or tenant by entirety of a lot shall be deemed notice to all co-owners of the subject lot. In the case of a Special Meeting, the notice of the meeting shall state specifically the purpose or purposes for which the meeting is called. In the case of an Annual Meeting, the notice of meeting need not state specifically the business to be transacted. Any member may waive the necessity of formal notice to him/her by attending the meeting without objection or by signing a written waiver either before or after the meeting, and upon such attendance or execution of such waiver, the Member shall not be entitled thereafter to object to the meeting being held or matters being passed upon at the meeting because of lack of notice.
- 3.6 **Quorum.** Except as otherwise provided in these By-Laws, the presence in person or by proxy of Members holding 40 percent of the total vote of the Membership shall constitute a quorum at all meetings of the Members. If a quorum is not present or represented at any meeting, the Members entitled to vote at the meeting shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum is present or is represented. The Members at any meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
- 3.7 **Voting Rights.** The Association shall have a single class of voting membership with all owners of any given uniform Association lot being entitled to a total of one vote for that uniform Association lot. When more than one person, corporation, or other entity holds an interest in any uniform Association lot, the single vote associated with such a lot shall be exercised as determined by such interest holders. Proxy votes shall be allowed to the extent

permitted by these By-Laws. Proxy votes shall be included and counted as present and voting in determining whether a quorum is present. If a member is delinquent in the payment of any assessments levied by the Board of Directors, then the voting rights of the member shall be suspended until such time as all delinquent assessments are paid in full.

- 3.8 **Proxies.** Members may vote either in person or by agents duly authorized by written proxy executed by the subject Member or by his duly authorized attorney-in-fact. A proxy is not valid after the expiration of eleven months from the date of its execution, unless the person executing it specifies in the proxy the length of time for which it is to continue in force or limits its use to a particular meeting, but no proxy shall be valid after ten years from the date of its execution. Unless a proxy otherwise provides, any proxy holder may appoint in writing a substitute to act in his place. In order to be effective, all proxies must be filed with the Secretary or duly acting Secretary either during or prior to the meeting in question. All of the above provisions concerning the voting by co-owners shall apply to votes cast for any one lot by two or more proxy holders.
- 3.9 **Majority Votes.** The casting of a majority of the votes represented at a meeting at which a quorum is present, in person or by proxy, shall be binding for all purposes except where a higher percentage vote is required by these By-Laws, the Beaumont Estates Restated Declaration, or law.
- 3.10 **Actions without Meeting.** Any action which may be taken at a meeting of the Membership may be taken without a meeting if a consent or ratification, in writing, setting forth the action so taken or to be taken shall be signed by persons who would be entitled to vote all of the votes upon such action at a meeting and such consent is filed with the Secretary of the Association and inserted in the Minute Book of the Association.

## ARTICLE IV

### BOARD OF DIRECTORS

- 4.1 **General Powers.** The business and affairs of the Association shall be managed by the Board of Directors or by such committees as the Board may establish according to Article V of these By-Laws.
- 4.2 **Number, Term and Qualification.** The Board of Directors shall normally consist of 5 Association Members. Each Director shall be at least 21 years of age. Any qualified Director may be re-elected in office. Each Director shall hold office until his/her resignation, disqualification, retirement, end of term (2 years), death, or his successor is elected and qualified.

- 4.3 **Nominations.** Nominations for election to the Board of Directors shall be by a Nominating Committee consisting of a Chairman, who shall be a Member of the Board and at least two Members of the Association. The Nominating Committee shall be appointed by the Board prior to each Annual Meeting of the Members to serve from the close of such Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, however, in no event shall the nominations be less than the number of vacancies. Nominations may also be made from the floor at any Annual Meeting.
- 4.4 **Election of Directors.** Directors shall be elected to serve a term of two years. All Directors shall serve until their resignation, disqualification, retirement, end of term (2 years), death, or their successors are elected and qualified. If any Member so demands, or if the presiding officer so directs, the election of Directors shall be by ballot. Otherwise, the election shall be by voice vote. Persons receiving the highest number of votes shall be elected. Cumulative voting shall not be permitted.
- 4.5 **Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at any Annual or Special Meeting of the Membership at which a quorum is present, provided the notice of the meeting must state that the question of such removal will be acted upon at the subject meeting. If any Directors are so removed, their successors as Directors may be elected by the Membership at the same meeting to fill the unexpired terms of the Directors so removed.
- 4.6 **Vacancies.** A vacancy occurring in the Board may be filled by a majority of the remaining Directors, though less than a quorum, or by the sole remaining Director; however, a vacancy created by an increase in the authorized number of Directors shall be filled only by election at an Annual Meeting, or at a Special Meeting of Members called for that purpose, or by unanimous consent of the Members without meeting. The Members may elect a Director at any time to fill any vacancy not filled by the Directors.
- 4.7 **Chairman.** The Chairman of the Board of Directors shall be the President of the Corporation. The President shall preside at all meetings of the Board.
- 4.8 **Compensation.** No Member of the Board shall receive any compensation from the Association for acting as such; provided, however, each Director, upon approval of the Board shall be reimbursed for reasonable out-of-pocket expenses incurred and paid by him/her on behalf of the Association and nothing in these By-Laws shall prohibit the Board from compensating a Director for unusual and extraordinary services rendered; further provided, each Director, by assuming office, waives his right to institute suit against or make claim upon the Association for compensation. This shall not preclude the Board from contracting with any Director for the providing of goods or services.
- 4.9 **Loans to Directors and Officers.** The Association shall make no loans to its Directors or Officers.
- 4.10 **Liability of Directors.** To the extent permitted by law, each Director shall be indemnified by the Association with respect to any liability and expenses of litigation arising



out of his/her lawful activities within the scope of his/her duties as a Director. The Association is authorized to purchase liability insurance to protect it and its Officers and Directors from the cost of defending any suit and the cost of any judgement against the Association or its Officers and Directors. The Association may purchase insurance to protect Association property against various risks and hazards. The Association Board is authorized to procure and purchase such liability and hazard insurance in such amounts as the Association Board, in its discretion, determines to be in the best interest of the Association and its Members.

#### 4.11 Meetings of Directors.

- A. **Regular Meetings.** Regular meetings shall be held when determined necessary by a majority of the Board.
- B. **Special Meetings.** Special meeting shall be held when called by the President of the Association or by any two Directors after not less than one nor more than 10 days notice to each Director.
- C. **Notices of Special Meetings.** The notice provided for Special Meetings may be waived by attendance without objection to lack of notice or by written instrument signed by those Directors who do not receive such notice. Except to the extent otherwise required by law, the purpose of a Directors' Special Meeting need not be stated in the notice. Attendance by a Director at a meeting shall constitute a waiver of a notice of such meeting unless the Director gives a written statement at the meeting to the person presiding that he/she objects to the transaction of any business because he/she did not receive proper notification of the meeting.
- D. **Approved Meeting Place.** All Directors' meetings shall be held in Henderson County, North Carolina.
- E. **Quorum.** A majority of the Directors then holding office shall constitute a quorum for the transaction of business and 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 or decision of the Board.

4.12 **Action 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 a majority of the Directors. Any action so approved shall have the same effect as if taken at a meeting of the Directors. Such written approval shall be filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

4.13 **Presumption of Assent.** A Director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent otherwise is entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as a Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**4.14 Powers and Duties.** The Board shall have all of the powers and duties necessary for the administration of the affairs of Beaumont Estates Subdivision. The powers and duties to be exercised by the Board shall include, but shall not be limited to, the following:

- A. Operation, care, upkeep, maintenance and management of any property owned or leased by the corporation.
- B. Determination of the funds required for operation, administration, maintenance, management and other affairs of Beaumont Estates Subdivision and collection of all assessments from members of the Association.
- C. Employment and dismissal of personnel necessary for the efficient operation and management of Beaumont Estates Subdivision and the property owned or leased by the corporation.
- D. Adoption of Rules and Regulations covering the details of the operation and use of property owned or leased by the corporation.
- E. Opening of bank accounts on behalf of the Association and designating the signatures required therefor.
- F. Maintaining and managing common property owned or acquired by the Association.
- G. Keeping detailed accurate records in chronological order of the financial transactions affecting the corporation. Such records and the vouchers accrediting the entries thereupon shall be available for examination by all of the owners or their duly authorized agents or attorneys at convenient hours on working days. All books and records shall be kept in accordance with good and accepted accounting practices.
- H. Suspending the voting rights of a member during any period in which such member shall be in default for more than 15 days in the payment of any assessment levied by the Association.
- I. Issue, upon demand by any member, a certificate setting forth whether or not any assessments have been paid.
- J. Fix the periodic and special assessments to be made to the members.
- K. Keeping a complete record of the minutes of all meetings of the Directors and Membership in a minute book in which shall be inserted written records of actions taken by the Directors and Members by consent without meeting.
- L. Supervising all officers, agents, and employees of the Association and insuring their duties are properly performed.

## ARTICLE V

### COMMITTEES

- 5.1 **Creation.** The Board, by resolutions adopted by a majority of the number of Directors then holding office, may create such committees as it deems necessary and appropriate in aiding the Board to carry out its duties and responsibilities with respect to the management of Beaumont Estates Subdivision and the Associations property. Each committee so created shall have such authorities and responsibilities as the Board deems appropriate and as set forth in the resolutions creating such committee. The Board shall elect the members of each committee.
- 5.2 **Vacancy.** Any vacancy occurring on a committee shall be filled by a majority of the number of Directors then holding office at a regular or special meeting of the Board.
- 5.3 **Removal.** Any member of a committee may be removed at any time with or without cause by a majority of the number of Directors then holding office.
- 5.4 **Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.
- 5.5 **Responsibility of Directors.** The designation of committees and the delegation of authority to them shall not operate to relieve the Board or any of its members of any responsibility or liability imposed upon it or him/her by law. If action taken by a committee is not considered formally by the Board, a Director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

## ARTICLE VI

### OFFICERS

- 6.1 **Enumeration of Officers.** The officers of the Association shall consist of a President, a Secretary, a Treasurer, and such Vice Presidents; Assistant Secretaries, Assistant Treasurers and other officers as the Board may from time to time elect. Except for the President and Secretary, no officer need be a member of the Board.
- 6.2 **Election and Term.** The officers of the Association shall be elected annually by the Board at any annual meeting of the Association Members as necessary. Each officer shall hold office until resignation, disqualification, retirement, end of term (2 years), death, or until his successor is elected and qualified.
- 6.3 **Removal.** Any officer elected or appointed by the Board may be removed by a majority of the Board whenever, in its judgement, the best interest of the Association will be served.

- 6.4 **Vacancy.** A vacancy in any office may be filled by an election by the majority of the Board of a successor to such office. Such election may be held at any meeting of the Board. The officer elected to such vacancy shall serve for the remaining term of the officer he/she replaced.
- 6.5 **Multiple Offices.** The person holding the office of President shall not also hold the offices of Secretary or Treasurer at the same time. One person may simultaneously hold other offices.
- 6.6 **President.** The President shall be the chief executive officer of the Association and shall be the Chairman of the Board of Directors, and shall preside at all meetings of the Members and all meetings of the Board. He shall see that the order and resolutions of the Board are carried out. He shall also sign on behalf of the Association all written instruments regarding Beaumont Estates Subdivision and corporate property and all promissory notes of the Association, if any. He shall have all powers necessary as the person responsible to carry out and perform actions of the Board majority or to execute authority given him by the Board majority.
- 6.7 **Vice President.** The Vice Presidents, in order of their election, unless otherwise determined by the Board, in the absence or disability of the President, shall perform the duties and exercise the powers of the President. In addition, they shall perform such other duties and such other powers, as the Board shall prescribe.
- 6.8 **Secretary.** The Secretary shall keep the minutes of all meetings of Members and of the Board, and shall have charge of such books and papers as the Board majority may direct and shall perform all duties and have such powers as the Board majority shall prescribe. The Secretary shall attest to all of the official acts of the Association as may be required.
- 6.9 **Treasurer.** The Treasurer shall have the responsibility for keeping full and accurate financial records in books of account showing all receipts and disbursements. He shall also execute the preparation of all required financial statements. He shall cause such audits of the Association's books to be made as the Board majority may designate. He shall prepare or cause to be prepared an annual budget and a statement of income and expenditures to be presented to the Membership at its Annual Meeting and shall deliver a copy of each to the Members. He shall perform all duties and have such powers, as the Board majority shall prescribe.
- 6.10 **Assistant Secretaries and Treasurers.** The Assistant Secretaries and Treasurers shall, in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or by the Board majority.

## ARTICLE VII

### GENERAL PROVISIONS

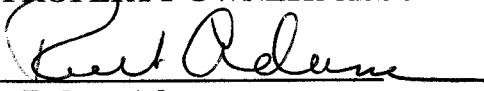
- 7.1 **Parliamentary Rules.** "Robert's Rules of Order" (latest edition) shall govern the conduct of the Association proceedings when not in conflict with North Carolina law, these By-Laws or with the Restated Declaration for Beaumont Estates Subdivision.
- 7.2 **Fidelity Bonds.** The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association as a common expense.
- 7.3 **Amendments.**
- A. This August 23, 2008 edition of the By-Laws may be approved by a vote of six-tenths of the Board of Directors.
  - B. Any future editions of these By-Laws may only be amended and approved by a majority of members at any special or annual meeting provided notice of the purpose of the special meeting is provided as outlined by Paragraph 3.5 **Notices of Meetings, Waiver**, of this document; and also, providing there is a **Quorum**, as defined in section 3.6 of this document, present at this annual or special meeting.

# CERTIFICATION

**These By-Laws are certified to be the Amended By-Laws of Beaumont Property Owners Association duly adopted by a majority of the Board of Directors on March 24, 2011.**

**BEAUMONT PROPERTY OWNERS ASSOCIATION**

**PRESIDENT:**



**Robert Adams**

**ATTEST:**

**SECRETARY:**



**Ingrid Mahler**