

## **BY-LAWS**

### **SHADOWLAKE NEIGHBORHOOD ASSOCIATION**

#### **ARTICLE I – NAME AND LOCATION**

Section 1.01      Name: The name of this organization shall be the Shadowlake Neighborhood Association hereinafter referred to as the “Association”.

Section 1.02      Location: The principal office of the Association shall be located at the home of the current President of the Association.

#### **ARTICLE II – PURPOSE AND OBJECTIVE**

Section 2.01      The purpose and objective of this Association shall be:

- A.      To forge and to foster a sense of community and community pride in Shadowlake Subdivision;
- B.      To develop a broad base of community leadership within Shadowlake Subdivision.
- C.      To serve as a monitoring and information instrument for the community on matters affecting the quality of life in the Shadowlake Subdivision and surrounding areas.
- D.      To promote a compatible blending of structures and land uses through community involvement in planning, zoning and other issues which may affect Shadowlake Subdivision.
- E.      To promote and encourage the involvement of residents of the Shadowlake Subdivision and surrounding areas in the political processes of Charlotte and Mecklenburg County.
- F.      To provide a communications base for meaningful discussions on issues pertinent to Shadowlake Subdivision.
- G.      To establish specific goals, backed by planning, legal advice and other professional opinions in order to promote the cause of neighborhood involvement in city and county planning.
- H.      To provide a formal channel through which the views of Shadowlake Subdivision may be made available to interested parties.
- I.      To encourage a closer association of business firms, residents and interested parties for the general welfare and progress of Shadowlake Subdivision and surrounding areas of Charlotte and Mecklenburg county.

- J. To promote the development of recreational, cultural and educational programs and facilities in the Shadowlake Subdivision and surrounding areas.

### ARTICLE III – DEFINITIONS

Section 3.01. For the purpose of clarification, the following are defined:

- A. Association shall mean and refer to Shadowlake Neighborhood Association.
- B. Residents are persons living on the property regardless of whether or not they own the property;
- C. Owner (s) are person (s) whose name (s) appear (s) on the deed, or who inherit from a record owner or who otherwise acquire fee interest in the property by operation of the laws governing property ownership interest;
- D. Resident Owners are those owners living on the property;
- E. Non-Owner Residents are those residents who do not own the property on which they live;
- F. Non-Resident Owners are those owners who do not live on the property that they own.
- G. Common Areas shall mean and refer to the Shadowlake entrance ways; island areas; the lake as depicted as Lot 20, Block L on map recorded in Map Book 28, Page 527; and Lots 21, 22 & 23, Block L as depicted on map recorded in Map Book 27, Page 252. Both maps are located in the office of the Register of Deeds for Mecklenburg County, North Carolina.

### ARTICLE IV – MEMBERSHIP

Section 4.01 Eligibility: Membership in the Association is available to all residents and/or owners of property within the boundaries of Shadowlake Subdivision as of January 1, 1989. Membership eligibility will pass to succeeding residents and/or owners. Eligible persons shall apply for membership through the Membership Committee to the Board of Directors in the form prescribed by the Board of Directors.

Section 4.02 Voting membership and Dues: Any eligible person may become a voting member by prompt payment of membership dues. Non-payment of membership dues within the 89-day period immediately following the due date will automatically suspend any member's voting privilege on the 90<sup>th</sup> day. Dues shall be payable on the first day of each calendar year. Annual dues will be set upon recommendation of the Board of Directors and approval by a majority vote of a quorum of the general membership attending a general membership meeting. The following table is a list of membership types and the number of votes that each type shall have:

<u>Membership Type</u>	<u>Votes</u>
Resident Owners	2
Non-Owner Residents	1
Non-Resident Owners	1

No more than two (2) votes are allowed for any property with a residential improvement erected thereon. Unimproved lots are allowed one (1) vote. Non-owner occupied improved lots are allowed one (1) vote to the owner and one (1) vote to the household in residence. The voting privilege commences with membership.

## **ARTICLE V – MEETINGS**

- Section 5.01 Regular Meetings: Regular meetings of the Association shall be held at least five (5) times a calendar year during the months of January, April, June, September and November on a date and at a time and place to be determined by the Board of Directors;
- Section 5.02 Special Meetings: Special meetings of the Association may be called by the Board of Directors when needed or upon petition of no less than ten (10%) percent of the voting members of the Association.
- Section 5.03 Notice of Meetings: Written notice of each meeting of the members shall be given by, or at the direction of the Secretary to all members no less than five (5), nor more than thirty (30), calendar days prior to such meeting. The notice shall include the date, time, place, and purpose of such meeting.
- Section 5.04 Quorum: A quorum for the purpose of conducting Association business shall consist of the presence at the meeting of at least twenty (20%) percent of the voting membership of the Association. However, if a quorum is not present at the called meeting, the board of Directors may call a second meeting for the purpose of transacting the same Association business as presented at the first meeting. At that second meeting, those voting members present will constitute a quorum for conducting Association business.
- Section 5.05 Absentee Ballots: The Association will allow voting members to vote by absentee ballot provided that the voting member (s) request the absentee ballot, in writing, from any member of the Board at least fifteen (15) days prior to the scheduled vote, and that the absentee ballot be returned to the Board not less than two (2) days prior to the scheduled vote.
- Section 5.06 Proxies: The Association does not allow voting by proxy. The Association expects all of its interested members to be present for important Association business.
- Section 5.07 Parliamentary Procedure: All meetings of the Association will be conducted according to parliamentary procedure using “Robert’s Rules of Order, Newly Revised” as final authority.

## ARTICLE VI – BOARD OF DIRECTORS

- Section 6.01     Number: The Board of Directors of this Association shall be composed of six (6) members in the first year and seven (7) members in all subsequent years. The Board of Directors shall consist of the Officers of the Association and three (3) At-Large Directors (two (2) At-Large Directors in the first year) to be elected from the voting membership of the Association. Initially, one (1) At-Large Director will be elected for one (1) year term and the second At-Large Director will be elected for a two (2) year term. Following the first year, the immediate Past President of the Association will automatically become the third At-Large Director for a term of one (1) year. Only one (1) resident and/or owner member of a property may be a member of the Board in any year, this includes Directors and Officers. All Standing Committee chairpersons will become non-voting members of the Board upon their selection, unless he or she is also an officer of the Association.
- Section 6.02     Election of Voting Board Members: All elected Board members must be voting members of the Association. Elections will occur at the November general membership meeting. Nominations shall be made by the Nominating Committee and/or from the floor during the September membership meeting. Board members will take office in the January following their election.
- Section 6.03:     Powers and Duties: The Board of Directors shall exercise for the Association, all powers and duties vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws. They shall control and manage all property and activities of the organization, except as otherwise provided for in these By-Laws. It shall determine and pass upon matters of policy concerning the Association and may delegate the execution of the policies and business of the Association to any officer or officers or to any committee or committees. To enter into Agreements included, but not limited to, the following: (i) Agreements with the appropriate governmental authorities to enable the Association to improve and maintain the Common Areas or portions thereof; (ii) Agreements with utility companies with respect to utility installation, consumption and service matters relating to the Common Areas and/or the Association; (iii) Agreements to maintain one or more bank accounts, and, generally, to have all the powers necessary or incidental to the operation and management of the Association; (iv) Agreements with any third party or a Member for performance, on behalf of the Association, of services with respect to improvements and maintenance of the Common Areas; and (v) to grant all necessary easements and rights-of-way over and across the Common Areas when in its sole discretion it deems such an action to be necessary and appropriate, including, but not limited to, easements for the installation and maintenance of electrical, telephone, cablevision, water, sewerage and other utilities and drainage facilities.
- Section 6.04     Removal: Any Director may be removed from the Board, with or without cause, by a 2/3 majority vote of a quorum of the voting membership of the Association.
- Section 6.05     Vacancies: A vacancy in any of the At-Large members of the Board may be filled by appointment by the Board. The Director appointed to fill such vacancy shall serve for the remainder of the un-expired term. Vacancy in the office of the

President shall be filled by the Vice-President and a new Vice-President shall be appointed by the Board. A vacancy of any other Officer position shall be filled by appointment by the Board as stated above for an At-large Directorship.

- Section 6.06 Compensation: No Director shall receive compensation for any service he or she may render to the Association. However, a Director may be reimbursed for expenses incurred in the performance of duties of the office/directorship upon presentation of receipts and approval of the Board.
- Section 6.07 Regular Meetings: Regular meetings of the Board of Directors shall be held six (6) times per year, during months when there is not a general membership meeting and at such time and place as may be agreed upon by the members of the Board.
- Section 6.08 Special Meetings: Special meetings of the Board shall be held when called by the President or by any two (2) Directors, after not less than three (3) days notice to each Director.
- Section 6.09 Quorum: A majority of the voting members of the Board shall constitute a quorum for the purpose of transacting Association business at any meeting of the Board. Every act of decision done or made by a majority of the voting Board members at duly held meeting at which a quorum was present shall be regarded as the act of the Board.

## ARTICLE VII – OFFICERS

- Section 7.01 Identification: The Officers of this Association shall be President, Vice President, Secretary and Treasurer. Officers shall at all times be members of the Board of Directors.
- Section 7.02 Election of Officers: All officers must be voting members of the Association and will be elected at the November meeting of the membership after being nominated during the September membership meeting. Nominations shall be made by the Nominations Committee and/or from the floor during the September meeting. As stated in Article IV, Section 4.02, only one (1) resident and/or owner of a property may be an Officer in any year. Officers will take office in the January following their election.
- Section 7.03 Term: The Officers of this Association shall be elected annually and shall hold office for one (1) year unless he or she shall resign, be removed, or otherwise be disqualified to serve. Officers shall not serve more than two (2) consecutive terms in any one office.
- Section 7.04 Removal: Any Officer may be removed from office, with or without cause, by a two/third majority vote of a quorum of the voting members of the Association. Resultant vacancies shall be filled in accordance with Section 7.05 below.
- Section 7.05 Vacancies: A vacancy in the office of President shall be filled by the Vice President. Any other vacancy shall be filled by appointment by the Board of Directors and the successor shall serve for the remainder of the un-expired term.

Section 7.06     Compensation: No Officer shall receive compensation for any service he or she may render to the Association. However, any Officer may be reimbursed for his or her actual expenses incurred in the performance of duties of the office upon presentation of receipts and approval by the Board.

Section 7.07     Duties: The duties of the Officers of this Association are as follows:

President:

The President shall be the Chief Executive Officer of the Association and subject to the control of the Board, shall supervise, and control the management of the Association. The President shall perform the following duties: (i) preside at all meetings of the Board of Directors and general membership; (ii) see that orders and resolutions of the Board of Directors are carried out; (iii) sign on behalf of the Association, all agreements, contracts or other written instruments; (iv) co-sign all Association checks written for an amount in excess of \$500; (v) unless otherwise ordered by the Board of Directors, have authority to appoint such standing and special committees as he or she may deem proper, and shall define the powers and duties of all committees, appoint committee chairpersons, and fix the period of existence of each during his or her administration; (vi) investigate and report to the Board of Directors and general membership any situation, problem, legislation or government action that might affect Shadow-lake; (vii) report violations of the protective restrictions to the Board of Directors for enforcement action; and (viii) perform such other duties as prescribed by the Board of Directors.

Vice President:

The Vice President shall in the absence of the President, act in place and stead for the President. The Vice President shall be an ex-officio member of all committees and shall perform the following duties: (i) act as Parliamentarian at all meetings; (ii) have authority to countersign checks in the absence of the President; and (iii) perform such other duties as prescribed by the Board of Directors.

Secretary:

The Secretary shall be an ex-officio member of the Membership Committee and shall perform the following duties: (i) record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; (ii) keep appropriate current records showing the names and addresses of all members of the Association; (iii) sign with any other officer such instruments as may require his or her signature; (iv) conduct such correspondence as may be required by the President and/or the Board of Directors; (v) turn over minutes and records to the successor Secretary upon his/her removal from office, resignation from office; or upon the election of a successor; and (vi) perform such other duties as prescribed by the Board of Directors.

Treasurer:

The Treasurer shall be an ex-officio member of the Membership Committee and shall perform the following duties: (i) receive and deposit in appropriate bank accounts all monies of the Association; (ii) sign all checks and disburse such funds in the form and manner prescribed in these By-Laws or by the Board of Directors; (iii) keep proper books of the Association accounts; (iv) provide a

copy of each monthly bank statement to the President and/or the Board of Directors; (v) present a written financial report at each general membership meeting; (vi) present a written annual report at the January general membership meeting; (vii) turn over financial records to the successor Treasurer upon his/her removal from office, resignation from office; or upon the election of a successor; and (viii) perform such other duties as prescribed by the Board of Directors.

## ARTICLE VIII – COMMITTEES

Section 8.01 Standing Committees: The standing committees of this Association shall be: Landscaping; Communications; Membership; and Social. Each committee shall have a chairperson who will be chosen by the President, or elected by the committee's members. Each committee chairperson shall be a non-voting member of the Board of Directors, unless he or she is also an officer of the Association.

Landscaping Committee: The Landscaping Committee shall be responsible for the maintenance and enhancement of the Common Areas within the Shadowlake Subdivision and for promoting beautification of the entire Subdivision as a whole. It shall be responsible for the planning, coordinating, developing and constructing of facilities authorized by the Board and approved by the membership. It may conduct contests and recognize winners by appropriate awards to residents and/or owners as approved by the Board

Communications Committee: The Communications Committee shall be responsible for all public relations, including but not limited to, the operation of the website and publication of the newsletter.

Membership Committee: The Membership Committee shall be responsible for recruiting new members, promoting the Association, maintaining contact with the membership and welcoming new residents to Shadowlake Subdivision.

Social Committee: The Social Committee shall be responsible for the planning, organizing and managing both adult and youth social activities as authorized by the Board and approved by the membership.

Section 8.02 Special Committees: The Board of Directors may appoint any committees for special purposes that it deems necessary. The Nominations Committee is an annually recurring special committee.

Section 8.03 Nominations Committee: The Nominations Committee shall consist of four (4) Board appointed members who will present a slate of candidates for election to office and to the Board of Directors. The slate of candidates will be presented at the September general membership meeting. Elections will be held at the November general membership meeting.

## ARTICLE IX – AMENDMENTS

Section 9.01 The By-Laws of this Association may be amended at any regular meeting of the Association by a majority vote of the membership quorum present, provided that the proposed changes have been read at the immediate previous meeting and

made available to all Association members for review at least 30 days prior to the next meeting by publication in the Shadowlake newsletter and/or on the Shadowlake website. An amendment becomes effective immediately upon its passage.

## **ARTICLE X – NON-PROFIT ASSOCIATION**

- Section 10.01 This is a non-profit, non-stock, membership association. No part of the Association's assets or net income shall inure to the benefit of its officers, directors or members or any other private individual either during the Association's existence or upon its dissolution except as reasonable reimbursements paid or distributed in connection with the execution of its non-profit purposes. Upon dissolution, all remaining assets of the Association shall be distributed either to a successor organization that undertakes to carry out the purpose of this Association or to an entity which is exempt from federal income taxes.

## **ARTICLE XI – FISCAL YEAR**

- Section 11.01 The Fiscal year of this Association for the purposes of financial, governmental and other reporting shall be from January 1<sup>st</sup> through December 31<sup>st</sup> of each year. The fiscal year, therefore, is the same as the calendar year.

## **ARTICLE XII – INDEMNIFICATION**

- Section 12.1 The Association shall indemnify any person who at any time serves, has served as a director or officer of the Association, or who, while serving as a director or officer of the Association serves, or has served at the request of the Association. Any such person as described above, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him/her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Association, seeking to hold him or her liable for reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceedings.

The Officers and Directors of the Association shall not have personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such Officer and Director free and harmless against any and all liabilities to others on account of any such contract or commitment. Any right to indemnification provided for in any such contract or commitment shall not be exclusive of any other rights to which any Officer or Director of the Association or former Officer or Director of the Association may be entitled.



ARTICLE XIII – BOOKS AND RECORDS

Section 13.1    The books, records, and papers of the Association shall upon request by a member, be made available for inspection. The restrictive covenants and by-laws shall be posted on the Association website, [www.shadowlakenews.org](http://www.shadowlakenews.org).