

**BYLAWS OF**  
**RAMBLING RIDGE HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I**  
**NAME AND OFFICE**

The name of the Association is Rambling Ridge Homeowners Association, Inc. ("Association"), a non-profit corporation organized and existing under the laws of the State of North Carolina, with the office of the Association located at the home of the President of the Association, changing to the address of each newly elected President. Either the President of the Association or a person designated by the President shall be the process agent for service.

**ARTICLE II**  
**PURPOSE OF RAMBLING RIDGE HOMEOWNERS' ASSOCIATION**

- (a) to foster, promulgate, advance, increase, create, maintain and ensure the proper and orderly development of the rights, privileges and responsibilities of homeowners and property owners in that section of Henderson County, North Carolina, located in Crab Creek Township, and known and designated as Rambling Ridge Subdivision.
- (b) to promote cooperation in all matters of interest to residents in Rambling Ridge and to facilitate and expedite the advancement of their interest as homeowners, property owners and citizens of the said community and, in so doing, to aid its members through common effort and enterprise and to compiling and distributing of information, knowledge and assorted materials for the general, individual and collective benefit.
- (c) to aid and abet in the protection of property interests, community improvement and the institution of a protective program for the purpose of aiding and developing better community and individual relationships and making possible the facilitation of common enterprises and activities for the general benefit of the residents of Rambling Ridge.
- (d) to act as agent and legal entity for the purpose of creating and maintaining such municipal services and facilities as it shall deem necessary and proper for the protection and advancement of the owners of property in Rambling Ridge, and to enter negotiation with other persons, firms and corporations for the purpose of procuring municipal services; and,
- (e) to do all other things necessary and within the scope of its authority for the general advancement and welfare of its members and the common benefit and improvement of Rambling Ridge Subdivision.

## **ARTICLE III**

### **MEMBERSHIP**

#### **SECTION 1. QUALIFICATIONS**

Every property owner of Rambling Ridge Subdivision Sections 1, 2, 3, 4 or 5 shall be eligible for membership in the Association. A property owner shall be defined as any individual, married couple or joint owners owning real property. Such members shall be entitled to only one vote per household regardless of the amount of property such party(ies) own. If a member or group of members own a lot, he/she/they is/are entitled to one vote.

The Association may include additional Sections of Rambling Ridge Subdivision of single-family dwellings that have covenants consistent with those of Sections 1, 2, 3, 4 and 5.

#### **SECTION 2. DUTIES**

It shall be the duty of each member to attend prescribed meetings of the Association, to carry out responsibilities of office when elected or appointed and to pay any prescribed dues.

#### **SECTION 3. DUES**

Dues shall be set by the membership at prescribed meetings. Dues are payable on application for Membership and due on or before the annual meeting. Failure to pay dues prior to any balloting forfeits all voting rights and privileges.

## **ARTICLE IV**

### **MEETINGS-VOTING-QUORUMS**

#### **SECTION 1. MEETINGS**

There shall be at least two meetings of the Association membership each year. The date and place of each meeting shall be designated by the Board of Directors. It is anticipated that there will be a meeting in the Spring/Early Summer and in the Fall/Early Winter. It is expected that a meeting will be in person; however, should circumstances dictate, the meeting may be by video/telephone conference.

#### **SECTION 2. SPECIAL MEETINGS**

A special meeting of the membership may be called by the Board of Directors to poll the membership on special issues. The meeting shall be held at a time and place designated by the Board of Directors. It is expected that a meeting will be in person; however, should circumstances dictate, the meeting may be held by video/telephone conference.

### SECTION 3. NOTICE OF MEETING

A notice of all meetings of the membership stating place, time and the purpose of the meeting shall be posted by an email to each member, on the HOA website and by signage in the subdivision no less than thirty days and no more than sixty days prior to such meeting.

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### SECTION 4. QUORUM

A number equaling thirty-five (35%) percent of the members present and by proxy shall constitute a quorum.

### SECTION 5. PROXIES

Any member, in good standing, may be represented by proxy and vote at any meeting. Such proxy must be in writing and delivered to the presiding officer on or before the meeting in question. Further, such proxy shall be valid for only the duration specifically stated therein.

## **ARTICLE V** **BOARD OF DIRECTORS**

### SECTION 1. POWERS

The affairs and management of the Association, including the controls and distribution of its property and funds, are vested in the Board of Directors.

### SECTION 2. COMPOSITION

The Board of Directors shall consist of seven members. The Board of Directors shall elect from its members the officers of the Association, including the President, Vice-President, Secretary, Treasurer and two At-Large members.

### SECTION 3. COMPENSATION

The directors and officers of the Association will not be compensated for their service; however, they are entitled to reimbursement for reasonable expenses incurred for the benefit of the Association.

### SECTION 4. DUTIES OF THE PRESIDENT

The President shall be the chairperson of the Board and preside at all meetings of the Board and of the membership. An agenda shall be prepared by the President and distributed to the Board and/or membership prior to each meeting. Either the President or someone appointed by the President shall audit the financial records of the Association at least once a year.

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## SECTION 5. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall act as the President in the absence of the President and shall carry out such duties as are delegated to him/her by the President.

## SECTION 6. DUTIES OF THE SECRETARY

The Secretary shall keep the minutes of the meeting of the Board and the membership and carry on correspondence of the Association and maintain all records pertaining to the office and the Association.

## SECTION 7. DUTIES OF THE TREASURER

The Treasurer shall collect all dues of the Association; keep the financial records; disburse funds as directed by the Board; make full financial report at each Board of Directors' meeting and each membership meeting; and shall make other financial reports as may be directed by the Board of Directors.

## SECTION 8. DUTIES OF THE AT-LARGE MEMBERS

An At-Large member shall chair any ad hoc committee created by the Board of Directors and serve in any other function as assigned by the Board of Directors.

## SECTION 9. METHOD OF ELECTION OF DIRECTORS

Directors shall be elected at the Fall/Early Winter HOA meeting of the membership. The term of office for each Director shall be three years following the membership meeting at which the Director was previously elected.

Nominations for a Director position can be made from the floor, provided such person nominated is qualified and expresses a willingness to serve, if elected.

## SECTION 10. BOARD MEETINGS

The Board of Directors shall meet at least two times each fiscal year or as often as necessary to conduct the affairs of the Association. Meetings may be in person, by telephone or video conference.

## SECTION 11. VACANCIES

Any vacancy through resignation, removal, death or otherwise shall be filled by a qualified member of the Association who expresses a desire to serve. The member shall be designated by the majority vote of the Board of Directors. The designee shall serve out the remainder of the term of office being vacated. In the event that such vacancy involves an officer of the Association, then the Board shall elect such officer from the reconstituted Board.

## SECTION 12. QUORUM

Four members of the Board of Directors shall constitute a quorum.

SECTION 13. REMOVAL FROM OFFICE

The Board of Directors, by a vote of five members, shall have the power to remove any member of the Board of Directors for cause.

SECTION 14. LIMITATION ON RE-ELECTION

No member of the Board of Directors shall be elected to serve more than two consecutive three year terms of office or portion thereof in one office.

**ARTICLE VI**  
**BUDGET, CONTRACTS, CHECKS AND DEPOSITS**

SECTION 1. BUDGET

A budget for each fiscal year shall be approved at the Fall/Early Winter Association meeting. The Board of Directors has the discretion to spend up to \$500.00 total in any fiscal year for any non-budgeted expenditures or indebtedness. A meeting of the membership shall be required if the cap of \$500.00 is to be exceeded.

SECTION 2. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances

SECTION 3. CHECKS AND DRAFTS

All checks, drafts or other orders for the payment of money, issued in the name of the Association, shall be signed by the two officers of the Association as shall be specified by the resolution of the Board of Directors.

SECTION 34. DEPOSITS

All funds of the Association, not otherwise earmarked, shall be deposited from time to time to the credit of the Association in such depositories as the Board of Directors may select.

**ARTICLE VII**  
**MISCELLANEOUS**

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on September 1 and end on August 31.

SECTION 2. REIMBURSEMENT

The Board of Directors may provide reimbursement to any member of the Association for reasonable expenses incurred that benefits the Association. Any expense above \$50.00 shall have prior Board of Directors approval.

SECTION 3. VOTING

Unless otherwise specified, a majority vote of the Directors or Association members attending a meeting is necessary to pass a motion.

SECTION 4. RESTRICTIONS

These By-Laws and the real estate in the Rambling Ridge Subdivision are subject to certain covenants, restrictions and amendments thereto which are recorded in the Official Public Records of the Henderson County Clerk of Henderson County, North Carolina.

SECTION 5. PARLIAMENTARY LAW

The Articles of Incorporation, these By-Laws and Robert's Rules of Order shall govern the proceedings at all meetings.

**ARTICLE VIII**  
**STANDING COMMITTEES**

SECTION 1. COMMITTEES

The Board may appoint Ad Hoc committees as needed, such as social, firewise, maintenance, care, neighborhood watch, audit, et al.

**ARTICLE IX**  
**AMENDMENTS**

In order for these By-Laws to be amended, repealed or supplemented it shall be required that all members in good standing be furnished with a copy of the proposed amendment(s) at least ten (10) days prior to the meeting announced for such purpose. A majority vote of those voting is required.

**ARTICLE X**  
**ADOPTION**

The foregoing was adopted as the Bylaws for Rambling Ridge Homeowners Association at a meeting held for this purpose on April 29<sup>th</sup>, 2023.



Date: 4-29-23

Linda Heller, Secretary