

**BYLAWS  
OF  
GREENBRIER PROPERTY OWNERS ASSOCIATION, INC.**  
[AS AMENDED XXXXX XX, XXXX. Replaces version of August 25, 2018]

TABLE OF CONTENTS	
<u>ARTICLE I NAME AND LOCATION</u>	2
<u>ARTICLE II PURPOSE</u>	2
<u>ARTICLE III DEFINITIONS</u>	3
<u>ARTICLE IV THE ASSOCIATION</u>	5
<u>ARTICLE V THE BOARD OF DIRECTORS</u>	6
<u>ARTICLE VI BOARD MEETINGS AND PROCESSES</u>	12
<u>ARTICLE VII FINANCIAL MANAGEMENT</u>	13
<u>ARTICLE VIII COMMITTEES</u>	16
<u>ARTICLE IX CORPORATE SEAL</u>	18
<u>ARTICLE X AMENDMENTS</u>	18

## **ARTICLE I NAME**

The name of the corporation is Greenbrier Property Owners Association, Inc. (hereinafter "Association").

## **ARTICLE II PURPOSE**

The Association is the legally constituted corporation that assumed all of the rights, duties, and deeds of ownership conveyed by Weyerhaeuser Real Estate Company to the Association on December 21, 1994 and certified by the Secretary of State in North Carolina.

Responsibilities and obligations of the Association shall include the following:

- Preservation of the planned character, quality of life, natural setting, and forested appearance of the community consistent with appropriate covenants, conditions, and restrictions;
- Promotion of harmony, safety, and wellbeing among all residents and property owners in Greenbrier;
- Management and oversight of all common areas assigned, limited to maintenance, repair and replacement;
- Ensure compliance with any and all rights of any and all restrictive covenants governing all assigned phases of Greenbrier.
- Protection of property values by applying current standards of building standards to subsequent building and remaining lots under the jurisdiction of the Association and through safeguarding buffer zones bordering the community;
- Administration of policies and practices in effect, but not included fully or formally in the covenants, regarding architectural control (review, approval, site inspection), construction operations (damage, repair, debris removal, property surveys, and permits), and site preparation (lot staking, tree removal and marking, grading for proper drainage, wetlands handling), or any other building activity on present and future homes or lots in those sections of the community assigned to the Association. Policies and practices adopted by the Board shall not amend, or further restrict, the covenants associated with present or future homes in those sections of the community assigned to the Association.
- Representation of the membership before local and state governments, agencies, public and legal proceedings, and with other organizations on matters of community concern (e.g., zoning, legislation, taxation, traffic improvements, charitable and civic projects);

- Coordination of sponsored social activities, beautification programs of the common areas, and special projects or events of the community;
- Dissemination of factual information of a non-partisan nature on matters of common interest to the membership and property owners in Greenbrier;
- Encouragement of participation by all members in the affairs of the Association through committee opportunities, bulletins, questionnaires, and attendance at Association meetings; and
- Cooperation with other Homeowners Associations (HOAs) within the Greenbrier development through regular communication with HOA officers and Boards of Directors and by approved joint activities as may be desirable and necessary.

### **ARTICLE III DEFINITIONS**

- "Agent" as used herein, refers to an Association member acting at the direction of the Board of Directors in accordance with published Association policies, i.e., an Architectural Control Committee (ACC) member performing required inspections supporting a resident's application for changes to a resident's property as required by the covenants.
- "Association" shall mean and refer to Greenbrier Property Owners Association, Inc., a North Carolina non-profit corporation, its successors and assigns.
- "Board" shall mean that group of persons elected or appointed to the Board of Directors of the Association.
- "Book of Resolutions" shall mean and refer to the collection of records of the Association containing detailed information such as, Section covenants, policies and guidelines, interpretation of items included in the Bylaws and Articles of Incorporation as adopted by the Board, all records of decisions by the Board, all financial reports and documentation, copies of contracts entered into by the Board, and any other business matters of significance. See NC § 55A-16-01. Corporate records.
- "Bylaws" shall mean the Bylaws of Greenbrier Property Owners Association, Inc., as those Bylaws now or hereafter exist.
- "Common Area" shall mean and refer to all real property within or adjacent to Greenbrier owned or managed by the Association for the common use, benefit, and enjoyment of all residents.

- “Declarant” as used in the restrictive Covenants, shall refer to the Association, as a result of the creation and acceptance of the Articles of Incorporation.
- “Dues” are a share of an approved budget paid by each member annually. Dues may be adjusted for owners who move to Greenbrier after the beginning of the year.
- “Dwelling Unit” shall mean a residence containing at least two bedrooms, a kitchen, living area, bath facilities and garage. Emerald Point is the only area that may have units attached with common walls.
- “Greenbrier” shall mean and refer to that certain real property assigned to the Association subject to all restrictive covenants governing Section I through Section VI-B of the Greenbrier development, New Bern, Craven County, North Carolina.
- “May” as used in these Bylaws indicates actions that include multiple options or that should be accomplished but are not mandated.
- “Member” shall mean and refer to a person or entity who has joined the Association as provided in the Articles of Incorporation. Membership is voluntary with no requirement for continuing membership by the current owner or any future owner, i.e., title to any site within Greenbrier will not be encumbered with membership requirements beyond that specifically included in the original purchase agreement. Membership will continue to be voluntary until a two thirds (2/3) majority of the current total membership vote at an annual or special meeting to change the membership rules and Bylaws. If there is a change to permanent membership (i.e., to run with the site thereafter) a grace period shall be specified to allow members who disagree to opt out of the Association by written request to the Board. A member shall be eligible to vote on Association affairs unless found to be in default of dues or non-compliance with covenants after a documented process of notification, mediation, proper hearing and subsequent correction period have occurred.
- “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to one or more Dwelling Units or Sites that are a part of Greenbrier, including contract sellers, but excluding those who have such interest merely as security for the performance of an obligation.
- “Reserve Fund” shall mean and refer to the account holding the accumulation of budget collections not required for the annual budget expenditures for use by the Association after an appropriate vote.
- “Sequestered Information” shall mean and refer to discussions resulting from Board of Directors executive or working sessions where pending decisions are being discussed prior to a formal decision. Such information is not to be entered into meeting minutes.

- “Shall” and/or “must” as used in these Bylaws indicate actions that are mandated.
- "Site" shall mean any plot of land, regardless of size, shown on a recorded subdivision map of Greenbrier.

## **ARTICLE IV THE ASSOCIATION**

### **SECTION 1. VOTING**

On all matters on which Members are entitled to vote, each site or dwelling unit shall have one (1) vote. One (1) vote per Dwelling Unit or Site may be cast by an Owner who is a Member eligible to vote on Association affairs at all meetings of Members. The vote may be cast in person, by written proxy pursuant to § 55A-7-24 of the North Carolina General Statutes, or via mail-in ballot. All proxies shall be in writing for a specific meeting only and filed with the Secretary of the Board prior to the meeting. All proxies shall be valid only for those items specified in the meeting agenda. Every proxy shall be revocable and shall automatically cease upon the delivery of such revocation, either verbal or written, to the Secretary by the person appointing the proxy prior to any vote for which the proxy had been established. Should any Member own more than one Dwelling Unit or Site, such Member shall be entitled to exercise or cast one vote per Site or Dwelling Unit.

On all matters on which Members shall be entitled to vote, the Board’s authority and responsibility extends ONLY to presenting the issue(s) to the Members. The Board may recommend a particular position with respect to the issue(s).

### **SECTION 2. REGULAR AND SPECIAL MEETINGS**

- A. Regular Meeting.** The Members of the Association shall meet once annually during the month of November. The exact time, date, and location of the meeting shall be set by the Board no later than sixty (60) days prior to the anticipated meeting date. The purposes of the meeting shall be to elect new Directors to the Board and to approve the budget and plans for the new year.
- B. Special Meetings.** Special Meetings of the Members may be called by the President or by two Directors acting in concert. Any Member of the Association may also request the Board consider calling a Special Meeting. If a petition signed by ten percent (10%) of the current total Members of the Association is presented to the Board Secretary, the Board shall organize and convene a special meeting. Only the specific item(s) indicated in the meeting notice and agenda may be acted upon at that special meeting. See NC § 55A-7-02.
- C. Notice of Meetings.** Notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Board, or person(s) authorized to call the meeting.

Written notices shall be mailed or delivered at least ten (10) days before such meeting to the address of record of each voting Member. Notification may also be given via Association email accounts. Such notice shall specify the place, time, and date of the meeting. Special meeting notices shall include the purpose and agenda of the meeting. See NC § 55A-7-20: Statute states the corporation SHALL prepare a list of names of all members who are entitled to cast votes at the meeting. The list must also be available for inspection by meetings two business days after notice is given for the meeting.

**D. Meeting Rules and Procedures.** Unless otherwise provided by applicable Federal or State of North Carolina law, or the Bylaws and other governing documents of the Association, the current version of Robert's Rules of Order shall be used as the parliamentary procedure for all Association and Board meetings. Committees may conduct individual meetings as the committee chair determines.

**E. Quorum.** The presence at the meeting of Members eligible to vote, or those authorized proxies, amounting to one-fourth (1/4) of the current total Association Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present, or represented by proxies filed with the Secretary prior to the meeting, the Members entitled to vote shall have the power to adjourn the meeting. In such case, the Board of Directors shall set a new meeting date and send out a new notice within five (5) business days indicating the new date.

### **SECTION 3. RECORDS**

The business and historical records of the Association, the "Book of Resolutions" shall be maintained by the Assistant Secretary and shall be made available to any Member upon written request. Typically, a 5-business day period will be necessary to ensure the requested records are made available during normal business hours. See NC § 55A-16-01; § 55A-16-02; § 55A-16-03.

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

### **SECTION 1. NOMINATION, ELECTION, RESIGNATIONS, REMOVAL, AND REPLACEMENT**

**A. Number.** The Board shall consist of seven (7) Association Members. If necessary, the Board may opt, by majority vote of existing Directors, to operate with as few as five (5) Directors. Any increase in the number of Directors shall be approved at an annual or special meeting of the Association Members, pending verification of a quorum of

Members, by a simple majority vote of the Members voting by presence or by registered proxies.

- B. Nomination.** Nomination for election to the Board of Directors shall be made by the Nominating Committee. Candidates shall be selected from among the voting Members of the Association, who agree to serve according to the Bylaws of the Association, and who agree to serve in any capacity to which appointed or elected by the Directors after being elected.
- C. Election.** Election to the Board of Directors shall be by secret written ballot at the regular meeting. For any election, the Members of the Association may cast in person, or authorize their proxies to be cast, as many votes as they are entitled under the provisions of the Articles of Incorporation and these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting, i.e., casting more than one vote for a candidate in lieu of voting for another, is not permitted. In the case of a tie vote, the existing Board may, by majority vote, cast the tie-breaking vote. See NC § 55A-7-2.
- D. Term of Office.** Subject to the provisions of Article V, Section 1 of these Bylaws, the Association Members shall elect the number of Directors allowed herein. The term of office for Directors elected after the effective date of these Bylaws shall be for two (2) years. A term shall begin at the regularly scheduled Board meeting following the certification of the election results and notification of the successful candidates. Each Director shall serve no more than two (2) consecutive full terms but shall be eligible to serve again after one year off the Board. However, an appointed Director having served less than 6 months of an unexpired term shall be eligible for nomination for election to two (2) full two-year terms.
- E. Resignation.** Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. See NC § 55A-8-07.
- F. Removal of Directors.** The Members may remove one or more directors elected by them with or without cause following a proper hearing before the Association Members. The hearing shall be conducted by a Special Committee appointed by the Board to hear all circumstances of the case and to provide a recommendation to the Board to either dismiss the action or to submit the request for removal to the Association Members for a vote, either by mailed ballot or by convening a special meeting. If a special meeting is called and a quorum of the Members is present, only a simple majority vote of the Association Members voting shall be required for removal of the Director. See NC § 55A-8-08.

The Special Committee shall be appointed by the Board and shall consist of five (5) Association Members selected by random from a standing pool of twenty-five (25) Association Members who have agreed to serve in such capacity at the beginning of

each new year. The Special Committee will determine its own presiding official and one (1) Member of the Special Committee will be designated the recorder of all actions and recommendations.

**G. Replacement of Directors.** The Board may, by majority vote, deal with vacant positions on the Board by:

Leaving the office vacant UNTIL the next annual meeting of the Association, at which time the vacated position shall be filled by election of a candidate for a new, full two (2) year term, commencing at the Board meeting following certification of the election results or

Calling a special meeting of the Association to elect a replacement to fill a vacancy on the Board of Directors and serve a full two (2) year term commencing at the Board meeting following certification of the election results.

In the event the number of Directors drops to 5, the Board may, in lieu of 1 or 2 above, appoint one Director for a period of no more than six months, at which time they must be elected at either the regular meeting or at a special meeting.

**H. Members of the Same Household.** Two members of the same household shall not be elected or appointed to serve on the Board of Directors at the same time unless approved by vote of the Association members.

**I. Compensation.** No Director shall receive compensation for any service rendered to the Association; however, any Director may be reimbursed for administrative expenses incurred in the performance of duties upon submission of receipts to the Treasurer and a vote by the Board to accept these expenditures. Any travel expenses, mileage, per diem, meals, or lodging shall only become reimbursable following a vote by the Association Members authorizing such expenses prior to being incurred.

## SECTION 2. BOARD OFFICERS AND DUTIES

**A. Enumeration of Officers.** Each Director will also be an officer of the Board of Directors. The officers of the Board of Directors shall be a President, a Vice-President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, and a Communications Officer.

**B. Election of Officers.** The officers of the Board shall be elected annually by the Board. Said election shall take place at the first meeting of the Board of Directors following the Association's Annual meeting.

**C. Term.** The officers of the Board shall each hold the office for one (1) year unless he or she shall sooner resign, be removed, or otherwise be found disqualified to serve.

**D. Special Appointments.** The Board may elect other such officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, by resolution determine.



- E. Removal.** The board of directors may remove any officer at any time with or without cause after an appropriate hearing to be conducted by a Special Committee appointed by the Board. Removal from office does not remove the officer from the Board of Directors, which can only be done by vote of the Association members (Art V Section 1 para-F).
- F. Vacancies.** A vacancy in any Board office may be filled by appointment by the Board from within the Directors currently serving. The officer appointed to such vacancy shall serve the remainder of the term of the officer being replaced.
- G. Multiple Offices.** No officer shall simultaneously hold more than one office specified in Section 2A except in the case of special offices created pursuant to Section 2D of this Article.
- H. Duties.** The duties of the officers are as follows:
1. President. The President Shall:
    - a. Using the most current edition of Robert's Rules of Order, preside at
      - i. The meetings of the Board of Directors and
      - ii. The regular meeting and all special meetings of the Association;
    - b. See that all orders and regulations of the Board are carried out; and
    - c. Sign all contracts, deeds, and other written instruments.
  2. Vice-President. The Vice-President shall:
    - i. Act in the place and stead of the President in the event of his/her absence, inability, or refusal to act,
    - ii. Discharge such other duties as may be required by the Board through majority decision.
    - iii. Establish the date, time, and location for the regular Meeting of the Association
      1. Develop the meeting agenda in coordination with the Board and the several Committee chairs.
  3. Secretary. The Secretary shall:
    - a. Record the votes and keep the minutes of all meetings and proceedings of the Board and of the Association
    - b. Keep the corporate seal of the Association and affix it on all papers requiring said seal;
    - c. Serve notice of meetings of the Board and of the Association,
    - d. Coordinate with the Treasurer and the Membership Committee
      - i. Keep current records showing the members of the Association together with their addresses;
      - ii. Maintain a current record of all Board decisions and corporate affairs
      - iii. Present a statement thereof to the Members at the annual meeting, or at any special meeting when such statement is requested in writing. See NC § 55A-7-02.
  1. Assistant Secretary. The Assistant Secretary shall:

- a. Assist the Secretary as required and act in the place and stead of the Secretary as needed;
  - b. Maintain the Book of Resolutions;
    - i. Make the Book of Resolutions available to any Member upon written request. Typically, a 5-business day period will be necessary to ensure the requested records are made available to the requester during normal business hours. See NC § 55A-16-01; § 55A-16-02; § 55A-16-03.
2. Treasurer. The Treasurer shall:
- a. Deposit or cause to be deposited in appropriate bank accounts all moneys received by the Association;
  - b. Keep proper books and prepare and deliver financial statements as required by NC § 55A-16-20;
  - c. Reconcile bank accounts; and make short term investments of available funds in accordance with Board approved policies.
  - d. Present an interim financial report covering at least the first ten months of the current fiscal year to the members at the annual meeting.
3. Assistant Treasurer. The Assistant Treasurer shall:
- a. Maintain the bank account checkbook(s); disburse funds as directed by the Board;
  - b. Review all bank account reconciliations and investment records.
  - c. Assist and act in the place of the Treasurer as needed.
  - d. Conduct an internal audit each year, or each time the Treasurer changes.
  - e. Independently validate each of the Treasurer's monthly budget reports in conjunction with the Finance Committee, and ensure the validation is entered into the records.
4. Communications Officer. The Communications Officer shall:
- a. Ensure Board communications, including but not limited to, Presidential notes, meeting minutes, alerts, etc. are posted in a timely manner to either the MailChimp email platform or to the Association's website.
  - b. May be assigned other duties to aid in the overall functioning of the Board.

### SECTION 3. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. Formulate**, publish, and gain compliance with rules and regulations concerning use and enjoyment of the assigned Greenbrier Property Owners Association Common Areas. Such rules and regulations, along with all policy resolutions and policy action taken by the Board shall be recorded in the Book of Resolutions and maintained by the Assistant Secretary. See NC § 55A-16-01.
- B. Suspend** the voting rights of a Member if a Member is (1) in default of payment of annual dues or assessments approved by the Association, or (2) in persistent violation of a covenant. A Member's voting rights shall only be suspended if, 14 calendars days after completing and fully documenting (1) a formal notice and (2) a mediation hearing, the Member remains in default of payment or out of compliance with covenants.

- C. Declare** the position of a director to be vacant if said Director is absent from [1] three (3) consecutive regular or special meetings of the Board, or [2] more than 6 total absences of any kind of Board meeting during the one-year period commencing with the first recorded absence.
- D. Manage** the business affairs of the Association and be authorized to expend available funds up to the total amount included in the approved budget. In the event there are insufficient funds due to a shortfall in anticipated income, or before incurring expenses beyond the amount budgeted, the Board shall seek authorization by vote from the Association at a special meeting to make such expenditures and to levy a special assessment to cover the needed funds.
1. All disbursements or withdrawals from the Association Reserve Fund accounts shall only be authorized after a vote for such disbursements is carried at either an annual or special meeting, or conducted via mail-in balloting. In any voting situation involving Reserve Fund access, a vote of two-thirds (2/3) majority of the total current membership voting is necessary.
  2. Directors shall refrain from levying any assessment or undertaking any capital improvements unless specifically approved at a regular or special meeting of the Members, by a vote of two-thirds (2/3) majority of the total current membership voting.
  3. Directors may contract with any person or entity to maintain the Common Areas not already covered in other agreements. Actions of the Directors in such contracts that are within the scope of the duties and responsibilities of the Board of Directors in accordance with the Covenants, Articles of Incorporation, or these Bylaws shall be binding upon the Association.
  4. The Board of Directors shall procure and maintain insurance covering the Association, its Directors, Officers, agents, and property owned by the Association. A copy of the Association's insurance policy shall be maintained in the Book of Resolutions and updated each time the policy renews or there is a change to the policy. The policies shall protect against losses or damages due to negligence, public liability claims, and normal property risks as follows:
    - a. A policy of property insurance in an amount equal to the full replacement value (i.e., 100% of current "replacement" cost) on any facilities owned and maintained by the Association with an Agreed Amount Endorsement or its equivalent, if available, or an Inflation Guard Endorsement. Such insurance policy must protect against loss or damage by fire, storm, and other hazards covered by the standard extended coverage endorsement, including debris removal, cost of demolition, vandalism, malicious mischief, and water damage, if available.
    - b. A comprehensive policy of public liability insurance covering the Association in an amount not less than \$1 million for claims for personal injury and/or property damage arising out of a single occurrence. Such coverage shall include protection against liability for property of others.

- c. Because the Association shall manage its own affairs and receive and disburse the Association's funds, the Board shall secure a fidelity bond, or sufficient criminal loss insurance, providing coverage against dishonest acts by the Association's Officers who are responsible for handling funds of the Association. Any such fidelity bonds, or sufficient criminal loss insurance, shall name the Association as an obligee, shall be written in an amount equal to at least 150% of the estimated annual operating expenses of the Association, including reserves, shall contain waivers of any defense based on the exclusion of persons who serve without compensation from any definition of "employee" or similar expression, and shall provide that the policy may not be canceled or substantially modified (including cancellation for non-payment of premium) without at least thirty (30) days prior written notice to the Association.
- d. Employ attorneys and other professional consultants to represent the Association when considered necessary by the Board in the performance of their duties.
- e. Establish a process for resolution of an alleged violation of the Covenants, or published policies and guidelines related hereto, in which investigation, formal notification, hearing, and correction period shall be included. Complete documentation of the entire process shall be maintained and remain accessible to any Association Member as an official record of the Association.
- f. Discuss and present to the Association for approval, the acceptance of benefits, and taking action as may become possible for the Association in relation to agreements, contracts, or other instruments to the extent that the Association is a third-party beneficiary thereof.
- g. Exercise its powers in good faith and perform such other matters not expressly prohibited by law, the Section Covenants, the Articles of Incorporation, or these Bylaws as are necessary and appropriate to the administration, operation, and maintenance of the Association and Greenbrier.

## **ARTICLE VI BOARD MEETINGS AND PROCESSES**

### **SECTION 1. REGULAR AND SPECIAL BOARD MEETINGS**

Regular meetings of the Board shall be held at least quarterly with notice at such place and hour as may be fixed by resolution of a majority of the Board.

- A. Special** meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director.
- B. A majority** of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business. Every act or decision by a majority of the Directors present at a duly held meeting shall be regarded as an act of the Board

and shall become part of the business records of the Association. See NC § 55A-8-24(a); § 55A-16-01. For Board votes, Directors may provide written proxies to the Secretary for any potential votes appearing on the published agenda, should a Director anticipate an absence. Such proxies shall only be valid for agenda-item votes and shall cease validity upon adjournment of that particular Board meeting.

## **SECTION 2. EXECUTIVE/WORKING SESSIONS**

Executive sessions of the Board, or working sessions, may be held when called by the President or any two Directors. While discussions of pending decisions may be considered “sequestered information,” any act or decision by a majority of the Directors present at an executive session or working meeting shall be recorded by the Secretary and included in the minutes of the next regular or special meeting of the Board to ensure the Association has access to those decisions. Per NC § 55A-16-02, all meetings shall have recorded minutes which become part of the official records of the Association and can be reviewed by any member upon written request.

## **SECTION 3. BOARD MEETING MINUTES AND RECORDS**

The Secretary shall maintain a current record of every act or decision by a majority of the Directors. The historical records of the Association, the Book of Resolutions, shall be maintained by the Assistant Secretary and shall be made available to any member upon written request, see Article V Section 2 Duties: Assistant Secretary. See NC § 55A-16-01; § 55A-16-02; § 55A-16-03.

## **SECTION 4. ACTION TAKEN WITHOUT MEETING**

The Directors shall have the authority to take any action in the absence of a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents signed by each director before or after the action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. As authorized in NC § 55A-1-70, a director's consent to action taken without meeting may be in electronic form and delivered by electronic means. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. NC § 55A-8-21.

## **SECTION 5. ACTION TAKEN VIA ELECTRONIC COMMUNICATION**

The Directors may convene from time to time via electronic means, e.g., e-mail, telephone, or live-line video, in order to complete the business of the Corporation in a timely manner. Records of e-mail communications shall become part of the Book of Resolutions. See NC § 55A-16-01. Regular and special meeting minutes shall include summaries of communications via telephone or video and records of Board decisions.

## **ARTICLE VII FINANCIAL MANAGEMENT**

For all financial decisions and constraints, the Association Board shall ensure processes and procedures are carried out using best accounting practices and are in accordance with current North Carolina State law.

### **SECTION 1. AUDITS AND FINANCIAL RECORDS RECONCILIATION.**

The Association Board shall:

- A. Conduct** an internal audit each year, or each time the Treasurer changes, whichever occurs first. See Article V, Section 2, Assistant Treasurer
- B. Have** an independent accountant conduct a records reconciliation of the Association's financial records every three fiscal years.

### **SECTION 2. ANNUAL BUDGET ORGANIZATION**

The Finance Committee, in concert with the Treasurer, shall organize the annual budget into three main sections: Operating Expenses, Contingency Funds, and a Reserve Fund Contribution. When balanced with anticipated income, the net annual result should be zero dollars.

### **SECTION 3. PREPARATION OF ANNUAL BUDGET**

The Finance Committee, at the direction of the Association Board, shall prepare the proposed annual budget in accordance with the following procedure:

- A. The Finance Committee** shall coordinate with the Maintenance Committee to develop and evaluate proposals for the continued upkeep of the Common Areas. Proposals will be ordered and submitted to the Association Board for acceptance. An accepted proposal resulting in a contract for services will be signed by the Association President and maintained in the Treasurer's records as well as the Book of Resolutions.
- B. The Board** shall consider the Finance Committee's recommendations and generate the next year's proposed budget and proposed dues for distribution to the Association Members at least ten (10) days before the regular Association meeting.
- C. The proposed budget** shall be presented to the Members for approval at the regular Association meeting. Annual budget approval requires a simple majority of voting Members if a membership quorum (one-fourth (1/4) of the eligible voting members) is voting in person or by proxy.

### **SECTION 4. FISCAL YEAR AND REQUIRED REPORTING**

- A. The fiscal year** of the Association shall begin on the first day of January and end on the 31st day of December of every year.
- B. The Association Treasurer** shall present an interim financial report covering at least the first ten months of the current fiscal year to the membership at the regular meeting.

- C. The Association Treasurer** shall prepare and submit, within 75 days of the end of the Association's fiscal year, to the membership, a budget reconciliation report consisting of: Association assets, liabilities and all bank balances and includes a balance sheet as of the end of the fiscal year and statement of operations for that year. The report shall be accompanied by a statement by the President or Board member preparing the report.
- Stating the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
  - Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. See NC § 55A-16-20.

## **SECTION 5. EXPENDITURE OF FUNDS**

The Association Board shall manage the business affairs of the Association and be authorized to expend available funds up to the total amount included in the approved annual budget.

- A. In the event** there are insufficient funds due to a shortfall in anticipated income or incurring planned or unplanned expenses beyond the amount budgeted, the Board shall seek authorization from the membership at a special meeting to make such expenditures and to levy a special assessment to cover the needed funds.
- B. All disbursements** or withdrawals from the Association Reserve Fund accounts shall only be authorized after a vote for such disbursements is carried at either an annual or special meeting, or conducted via mail-in balloting. In any voting situation involving Reserve Fund access, a vote of two-thirds (2/3) majority of the total current membership voting is necessary.
- C. The Association Board** shall refrain from levying any assessment or undertaking any capital improvements unless specifically approved at a regular or special meeting of the members, by a vote of two-thirds (2/3) majority of the total current membership voting.

## **SECTION 6. RESERVE AND CONTINGENCY FUND MANAGEMENT**

The Association Board shall conduct an analysis of the Reserve Fund at least every five (5) years to ensure the Reserve Fund contains an adequate balance to finance anticipated needs.

- A. Reserve funds** shall not be used for capital improvements and can only be withdrawn by vote of the Association membership following notification and a vote of two-thirds (2/3) majority of the total Association Members voting in person or by proxy.
- B. In the event of** a natural disaster, e.g., hurricane or other weather phenomena, notification and special meeting requirements may be waived but, the Members shall be notified as soon as practical. Board members involved shall ensure sufficient records

are gathered and maintained to accurately report any action taken to the membership following the emergency situation.

## **ARTICLE VIII COMMITTEES**

### **SECTION 1. STANDING COMMITTEES**

The Board shall establish the following standing committees to exist in perpetuity (NC § 55A-8-25):

#### **A. Architectural Control Committee (ACC) [Formerly Known As: Property Control Committee]**

- Evaluate resident change requests for section covenant compliance.
- Assist residents to submit covenant-compliant change requests.
- Conduct on-site inspections to ensure changes approved are completed in accordance with approved requests.
- Generally, ACC duties and responsibilities are described in Section I covenants, Property Control Committee, and on the Association website under the ACC tab.

#### **B. Membership Committee**

- Works to maintain and increase membership in the Association through various activities.
- Maintains a current list of Association Members, coordinated with Treasurer and Communications

#### **C. Maintenance Committee**

- Ensures the Greenbrier Common Areas are properly maintained by supporting and coordinating efforts of other groups, e.g., the Trailblazers, the Garden Gurus, and the Home & Garden Club.
- Works with the Finance Committee to develop accurate Requests for Proposals (RFPs) to ensure work descriptions within the RFPs accurately reflect the necessary and essential work required.

#### **D. Finance Committee**

- Assists the Treasurer with the development of the Association's annual budget.
- Works with the Maintenance Committee to develop accurate RFPs to ensure work descriptions within the RFPs accurately reflect the necessary and essential work required.
- Evaluates submitted proposals for required work and rank order for Board decision.

#### **E. Civic Committee**

- Works with civic and community organizations such as, New Bern City government and Craven County government, to further the involvement of the Greenbrier community.

#### **F. Nominating Committee**

- Nominates Members for election to the Board of Directors.
- Nominates Members from among Association members who agree to serve, if elected.



- Controls the selection and ensures the qualification of candidates.
- Closes nominations when sufficient candidates have been nominated to meet or exceed the number of expected Board vacancies.
- Serve for one year unless a serving Committee member elects to serve as the Chairperson for the following year.

#### **Election Committee**

- Produces and distributes ballots in sufficient time to be returned and counted before results are passed to the Board for certification.
- Conducts all elections required by the Board. Members of the election committee serve for one year.

#### **G. Communications Committee**

- Establishes and maintains the local publication distribution system, i.e., Pony Express, to ensure Association notices and information is available to the Members.
- Distributes membership decals, meeting notifications, election ballots, the Greenbrier Gazette, and the Greenbrier Directory are among the responsibilities of the Committee.

#### **H. Bylaws Committee**

- Reviews all Board policy proposals to ensure compliance with the Articles of Incorporation, the Bylaws, and the Covenants.
- Develops draft policy statements for Board review.
- Recommends changes or amendments to the Bylaws as circumstances dictate. In such a situation, the Committee recommends the change to the Board and the Board submits the proposed Bylaws change to the Members for voting at a regular or special meeting called in accordance with the Bylaws Article X.

### **SECTION 2. AD HOC COMMITTEES**

The Board may establish any such other ad hoc committees as deemed appropriate in carrying out its purpose. Ad Hoc committees are to be created for specific purposes and all such committees must have a “sunset condition,” i.e., when the specific purpose or task is complete the committee is dismissed and no further reporting is required.

### **SECTION 3. COMMITTEE SELECTION AND TERMS**

Volunteers shall be actively solicited by the Board and the several Committees as a normal function of the regular and special meetings of the Association. In addition, the Board shall periodically solicit volunteers through publications such as the Greenbrier Gazette and the various email portals, MailChimp, and GBMail.

- A. Chairpersons** of each committee shall be elected by the committee membership and confirmed by the Board. Each chairperson shall serve for a period of two years, at which time they may be re-elected by the committee members and reconfirmed by the Board. The designated Chairpersons shall be responsible for recruiting and maintaining the

committee membership and will act as the official liaison to the Board. Committee members shall serve at the discretion of the Chair.

- B. Internal processes** to accomplish Committee goals shall be established by the various Committees.
- C. Directors** may serve on a committee (with the exception of the Nominating Committee), but no Director shall serve as the Chair of any committee.
- D. All committees** shall provide regular updates and reports to the Board, either written or verbal, outlining the efforts of the committee toward established goals, which are then included in the Board meeting minutes.

## **ARTICLE IX CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Greenbrier Property Owners Association, Inc. or modifications thereto as circumstances may require.

## **ARTICLE X AMENDMENTS**

### **SECTION 1. PROCESS.**

These Bylaws may be amended at a regular or special meeting of the Association by a vote of two-thirds (2/3) majority of the Members voting in person or by proxy.

### **SECTION 2. CONFLICT BETWEEN ESTABLISHING DOCUMENTS.**

- A. In the case** of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.
- B. In the case** of any conflict between the Section Covenants and these Bylaws, the Section Covenants shall control.
- C. For Members** who also belong to one of the several separate Homeowner's Associations (HOAs), those covenants and bylaws shall prevail in the event of conflicts between Association rules and regulations.
- D. The Association** and the Board of Directors have no authority over the separate HOAs and shall only advise if requested by the separate HOAs.

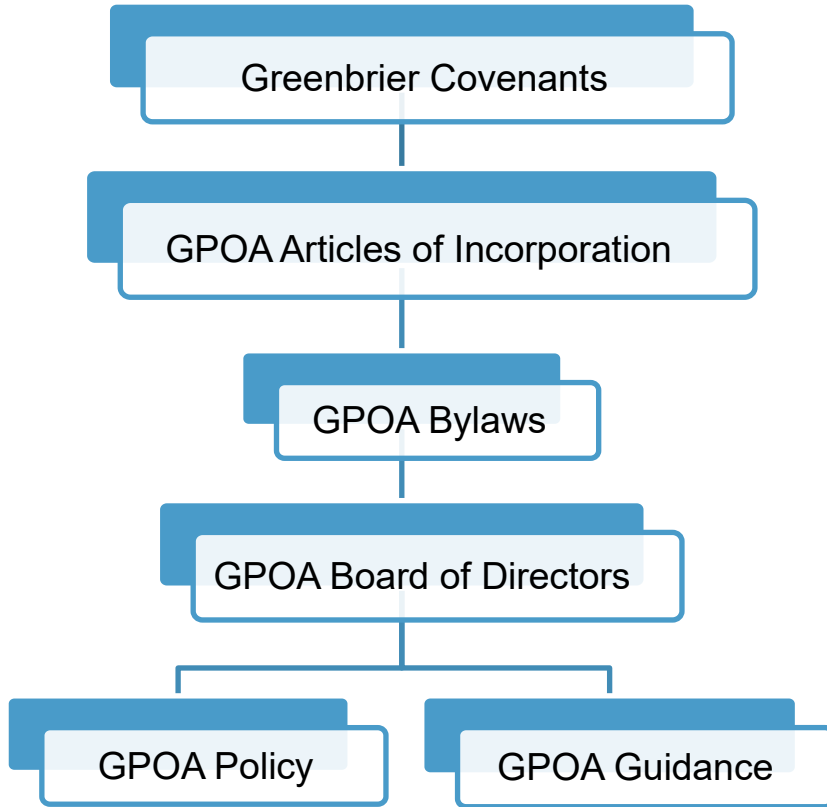


Figure 1. Organization and Controlling Documents Hierarchy