

Bylaws for Fleetwood Plaza Condominiums

<u>Article 1. General</u>		
<p><u>Section 1. Applicability.</u> These Bylaws provide for the self-government of Fleetwood Plaza Condominiums in accordance with the Articles of Incorporation for Fleetwood Plaza Regime, a North Carolina non-profit corporation, and the Amended and Restated Declaration of Condominium for Fleetwood Plaza Condominiums recorded in the Henderson County, North Carolina, Registry of Deeds.</p>		No change is proposed here, but in all subsequent sections, the proposed text gives preference to the label "Association", so occurrences of "Regime" are replaced by the former.
<p><u>Section 2. Name.</u> The name of the corporation is Fleetwood Plaza Regime (hereinafter referred to as the "Association" or the "Regime").</p>		
<p><u>Section 3. Membership.</u> As provided in the North Carolina Condominium Act (N.C. Gen. Stat. 47C-1-101 et seq.) [hereinafter referred to as the "Condominium Act"], an Owner of a Unit shall become a Member of the Association upon taking title to the Unit and shall remain a Member for the entire period of ownership. If title to a Unit is held by more than one person, the membership shall be shared in the same proportion as the title, but there shall be only one (1) membership and one (1) vote per Unit. Membership does not include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner's membership. Membership shall be appurtenant to each Unit and shall be transferred automatically by conveyance of that Unit and may be transferred only in connection with the transfer of title.</p>		
<p><u>Section 4. Voting.</u> Each Unit shall he entitled to one (1) vote which may be cast in accordance with the terms herein. A vote may be cast by the Owner, or by a lawful proxy, as provided below, and shall be allocated as provided in the Declaration. When more than one person owns a Unit, the vote for such Unit shall be exercised as they between or among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Unit. In the event of disagreement among such persons and an attempt by two or more of them to cast such vote or votes, such persons shall not be recognized</p>	<p><u>Section 4. Voting.</u> Each Unit shall be entitled to one (1) vote which may be cast in accordance with the terms herein. A vote may be cast by the Owner, or by a lawful proxy, as provided below, and shall be allocated as provided in the Declaration. When more than one person owns a Unit, the vote for such Unit shall be exercised as they between or among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Unit. In the event of</p>	<p>1. Corrects typo in first sentence.</p>

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>and such vote or votes shall not be counted. The Board may prohibit any owner from voting, either in person or by proxy, or from being elected to the Board of Directors if such owner is shown on the books or management accounts of the Association to be more than sixty (60) days delinquent in any payment due the Association.</p>	<p>disagreement among such persons and an attempt by two or more of them to cast such vote or votes, such persons shall not be recognized, and such vote or votes shall be deemed ineligible and shall not be counted. The Board may identify an owner as ineligible to vote and prohibit him from voting, either in person or by proxy, or from being elected to the Board of Directors if such owner is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association.</p>	<ol style="list-style-type: none"> 2. Adds language of “ineligibility” to the two situations cited in which a vote is not to be accepted. This is necessary to give clear meaning to the references to (otherwise undefined) “eligible votes” that appear in Sections 1.5, 3.6, and the revised 4.1. 3. The change from 60 to 30 days makes the section consistent with Declaration Article 22.2.
<p>Section 5. Majority. As used in these Bylaws, for any vote of the membership held in accordance with or pursuant to the Declaration, the term "majority" shall mean those votes, owners, or other group as the context may indicate totaling more than fifty percent (50%) of the total number of eligible votes, owners, or other groups. Unless otherwise specifically stated, the words "majority vote" shall mean more than fifty percent (50%) of the eligible votes of the Association represented at a meeting in person or by proxy. Unless otherwise provided in the Declaration or these Bylaws, all decisions shall be by majority vote.</p>		
<p>Section 6. Purpose. The Association shall have the responsibility of administering the Condominium, establishing the means and methods of collecting the contributions to the common expenses, arranging for the management of the Condominium, enforcing the Declaration and these Bylaws, and performing all of the other acts that may be required to be performed by the Association by the Condominium Act and the Declaration. The Association shall also amend and supplement the system of administration, the Declaration and these Bylaws as may be required from time to time and perform all other things or acts required or permitted to the Association under the Condominium Act. Except as to those matters which either the Condominium Act, the Declaration, these Bylaws or the North Carolina Nonprofit Corporation Act specifically require to be performed by the vote of the Association, the administration of the foregoing responsibilities shall be performed by the Board of Directors, as is more particularly set forth below.</p>		

CURRENT TEXT

PROPOSED TEXT

NOTES

<u>Article 2. Definitions</u>		
Terms as used in these Bylaws shall have the meanings as set forth in Article 3 of the Declaration unless specifically provided otherwise or the context otherwise requires.		
<u>Article 3. Meetings of Members</u>	<u>Article 3. Meetings of the Association</u>	The title is changed to make clear that this Article refers to meetings of <u>all</u> members, not to meetings of the Board or of committees, which are “meetings of members” but are not subjects of this Article.
Section 1. Annual Meetings. The regular annual meeting of the members shall be held on the second Monday in September at a time and place designated by the Board of Directors.	Section 1. Annual Meeting. The regular annual meeting of the Association shall be held at a time and place designated by the Board of Directors, normally on the second Monday in September. If the Board determines that this date is inappropriate in a given year, it may designate a different date for the Annual Meeting that year.	1. Combines Sections 1 and 2 into a single section, clarifying that there is one annual meeting, whose date is <u>normally</u> a specified date, but could be scheduled on an alternate date
Section 2. Substitute Annual Meetings. If an Annual Meeting is not held on the day designated by these Bylaws, then a Substitute Annual meeting shall be called in accordance with Sections 4 and 5 of this Article. A meeting so called shall be designated and treated for all purposes as an Annual Meeting.		2. eliminates the (superfluous) “substitute” label 3. Subsequent sections are renumbered
Section 3. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, and shall be called upon the request of a majority of the Board of Directors, or upon the written request of Unit owners having twenty percent (20%) of the votes in the Association.	Section 2. Special Meetings. Special meetings of the Association for any purpose shall be called upon the request of a majority of the Board of Directors or upon the written request of Unit owners having twenty percent (20%) of the votes in the Association.	1. Changes “members” to “Association” 2. Eliminates the language that allows a single person (the President) to call a meeting of the Association.
Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to the Unit Owners a notice of each annual or special meeting of the Association at least ten (10) days and not more than fifty (50) days prior to each annual or special meeting. The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes, and any proposal to remove a director or officer. In the case of a Special Meeting, the notice of the meeting	Section 3. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to the Unit Owners a notice of each annual or special meeting of the Association at least ten (10) days and not more than fifty (50) days prior to each annual or special meeting. The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes, and any	

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>shall state specifically the purpose or purposes for which the meeting was called. Notices shall be delivered personally or mailed to each Owner of record at his Unit; if any Owner wishes notice to be given at an address other than his Unit, the Owner shall designate by notice in writing to the Secretary such other address. The mailing or delivering of a notice of meeting in the manner provided in this Section shall be considered service of notice.</p>	<p>proposal to remove a director or officer. In the case of a Special Meeting, the notice of the meeting shall state specifically the purpose or purposes for which the meeting was called. Notices shall be delivered as prescribed in Article 8, Section 1, of these Bylaws.</p>	<p>Section 1 of “Miscellaneous” (currently Article 7, revised as Article 8) has revised and more complete language to cover these technical aspects of notice delivery, so the proposal deletes the (superfluous) language here and replaces it with a reference to the revised description.</p>
<p>Section 5. Waiver of Notice. Waiver of notice of a meeting of the Owners shall be deemed the equivalent of proper notice. Any Owner may, in writing, waive notice of any meeting of the Owners, either before or after such meeting. Attendance at a meeting by an Owner, whether in person or by proxy, shall be deemed waiver by such Owner of notice of the time, date, and place thereof, unless such Owner specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted thereat, unless objection to lack of notice is raised before the business, of which proper notice was not given, is put to a vote.</p>	<p>Section 4. Waiver of Notice. Waiver of notice of a meeting of the Association shall be deemed the equivalent of proper notice. Any owner may, in writing, waive notice of any meeting of the Association, either before or after such meeting. Attendance at a meeting of the Association by an owner, whether in person or by proxy, shall be deemed waiver by such owner of notice of the time, date, and place thereof, unless such owner specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting of the Association shall also be deemed waiver of notice of all business transacted thereat, unless objection to lack of notice is raised before the business, of which proper notice was not given, is put to a vote.</p>	<p>Several changes to specify “meeting of the Association”, for clarity.</p>
<p>Section 6. Quorum. The presence of Owners entitled to cast one-half (50%) of the eligible votes of the Association, in person or by proxy, shall constitute a quorum.</p>		<p>Only the Section number changes – to “5”.</p>
<p>Section 7. Adjournment. Any meeting of the Owners may be adjourned from time to time by the President or Chairperson or by a vote of the Owners holding the majority of the votes represented at such meeting, regardless of whether a quorum is present. Any business which could be transacted properly at the original session of the meeting may be transacted at an adjourned session, and no additional notice of such adjourned session shall be required.</p>	<p>Section 6. Adjournment. Any meeting of the Association may be adjourned by a majority vote of the members represented at such meeting, regardless of whether a quorum is present. Any business which could be transacted properly at the original meeting may be transacted at an adjourned meeting, and no additional notice of such adjourned meeting shall be required.</p>	<ol style="list-style-type: none"> 1. Replaces “Owners” with “Association”. 2. Deletes the inaccurate “from time to time”. 3. Deletes language authorizing the President or Chairperson (alone) to adjourn a meeting. 4. Simplifies language about “majority vote”. 5. Replaces “session” with “meeting”; Fleetwood Association meetings are not organized as sessions.
<p>Section 8. Proxy. Any Member entitled to vote may do so by written proxy duly executed by the Member setting forth the meeting at</p>	<p>Section 7. Proxy. Any Member entitled to vote at a meeting of the Association may do so by written proxy</p>	<ol style="list-style-type: none"> 1. Adds “at a meeting of the Association”, the only focus of this Article.

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>which the proxy is valid. To be valid, a proxy must be filed with the Secretary prior to the opening of the meeting for which it is to be used and must be dated. No proxy shall be revocable except by written notice delivered to the Association before a meeting or, if at the meeting, to the person presiding.</p>	<p>duly executed by the Member setting forth the meeting at which the proxy is valid. To be valid, a proxy must be filed with the Secretary prior to the opening of the meeting for which it is to be used and must be dated. No proxy shall be revocable except by written notice delivered to the Association before a meeting or, if at the meeting, to the presiding officer or a person designated by the presiding officer.</p>	<p>2. adds that proxy may be delivered to someone other than the presiding officer (to comport with actual practice).</p>
<p>Section 9. Vote by Written Ballot. In accordance with Section 55A-7-08 of the North Carolina Nonprofit Corporation Act, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Association delivers by mail or otherwise a written ballot to every member entitled to vote on the matter.</p>	<p>Section 8. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Association may be taken without a meeting if the Secretary delivers, by mail or otherwise, a written ballot to every member entitled to vote on the matter.</p>	<ol style="list-style-type: none"> 1. Changes the title (to denote more accurately the content). 2. deletes (superfluous) reference to NC law. 3. rephrases and simplifies description of types of meetings, eliminating notion that “annual” and “regular” meetings are different. 4. identifies a specific person (the Secretary) responsible for providing the ballot.
<p>Section 10. Conduct and Business. Robert's Rules of Order (latest edition) shall govern the conduct of the meeting, when not in conflict with the Declaration, Articles of Incorporation, these Bylaws, or any ruling made by the person presiding over the meeting.</p>	<p>Section 9. Conduct of Meetings. Robert's Rules of Order (latest edition) shall govern the conduct of any meeting of the Association, when not in conflict with the Declaration, Articles of Incorporation, or these Bylaws.</p>	<ol style="list-style-type: none"> 1. Changes the title, to be more accurate. 2. adds “meeting of the Association”. 3. deletes (inappropriate) authorization of presiding officer to supersede Robert’s Rules.

Article 4. Board of Directors		
<p>Section 1. Composition. The affairs of the Association shall be governed by a Board of Directors. The Board shall be composed of five (5) directors. Each director shall be an Owner, or the spouse of an Owner of at least one Unit; provided, however, a husband and wife may not serve on the Board at the same time.</p>	<p>Section 1. Composition. The affairs of the Association shall be governed by a Board of Directors. The Board shall be composed of five (5) directors. Each director shall be an owner or person otherwise eligible to cast a unit vote, as described in Article 1, Section 4, except that no two persons may serve at the same time who are related to each other (by blood or by marriage) or whose eligibility derives from the same unit vote.</p>	<ol style="list-style-type: none"> 1. Sharpens the definition of who is eligible to serve as a director. 2. Generalizes and clarifies the prohibition of “related” individuals serving on the Board simultaneously.

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>Section 2. Election and Term of Office. Directors shall be elected by vote of those persons present, in person or by proxy, at the annual meeting, a quorum being present. Those persons receiving the most votes shall be elected to the number of positions to be filled. The term of office for directors shall be for three (3) years, commencing from the date of elections and continuing until the election of successors. Election of the directors shall be staggered such that two (2) directors shall be elected one year for a three (3) year term of office, and the following year two (2) directors shall be elected for a three (3) year term of office, and the following year one (1) director shall be elected for a three (3) year term of office, all successors being elected at the annual meeting.</p>	<p>Section 2. Election and Term of Office.</p> <p>a. Directors shall be elected at the Annual Meeting by vote of those persons present, in person or by proxy, a quorum being present. Those persons receiving the most votes shall be elected to the number of positions to be filled.</p> <p>b. The term of office for directors shall be three (3) years, commencing from the date of elections at the Annual Meeting and continuing until the election of successors.</p> <p>c. Election of the directors shall be via a staggered cycle, such that two (2) directors are elected one year, then two (2) directors are elected the following year, and then one (1) director is elected in the third year.</p> <p>d. If, pursuant to Section 5 of this Article, one or more successors are to be elected to fill the unexpired term of a director's office, those persons receiving the most votes shall be elected to the 3-year term(s), those receiving the next most votes shall be elected to the unexpired term(s) with two (2) years remaining, if any, and those receiving the next most votes shall be elected to the unexpired term(s) with one (1) year remaining, if any.</p> <p>e. In the event of a tie vote where that tie leaves the result unclear (a difference between being elected or not, or a difference between the length of the term to which a person is elected pursuant to the previous paragraph), the tie shall be broken by a random process selected by the presiding officer.</p>	<ol style="list-style-type: none"> Parts (a), (b), & (c) restate and clarify terms of office and elections. Part (d) adds a description for how to handle "mixed" elections where there are elections to fill one or more unexpired terms that were occasioned during the year. Part (e) adds language for how to handle a tie vote. <p>NB: Substantive additions in this section express explicitly the practices and procedures that have been commonly followed for many years, some routinely, others only rarely depending on circumstances. Thus, they are arguably not "new" procedures, only new language.</p>
<p>Section 3. Nomination. Nominations for election to the Board of Directors shall be by a Nominating Committee consisting of a Chairperson, who shall be a member of the Board, and at least two (2) members of the Regime. The Nominating Committee shall be</p>	<p>Section 3. Nomination.</p> <p>a. Prior to each Annual Meeting of the Association the Board shall appoint a Nominating Committee</p>	<ol style="list-style-type: none"> Specifies "Association" rather than "members" or "Regime".

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>appointed by the Board prior to each annual meeting of the members to serve from the close of the 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 of the annual meeting.</p>	<p>consisting of a Chairperson, who shall be a member of the Board, and at least two (2) members of the Association who are not members of the Board. No member of this Committee shall also be a nominee for election to the Board in the same year. The President shall not be a member of this Committee unless there is no other director eligible to serve. The membership of the Committee shall be announced at the annual meeting. The Committee shall serve from the close of that annual meeting until the close of the next annual meeting.</p> <p>b. If for any reason a vacancy occurs which causes the membership of the Nominating Committee to fall out of compliance with the conditions cited in the previous paragraph, the Board shall appoint appropriate replacement(s) at its next meeting.</p> <p>c. 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 number of nominations be less than the number of Board positions to be filled. The Nominating Committee's slate of candidates is final and not subject to further approval.</p> <p>d. Nominations may also be made from the floor of the annual meeting.</p>	<ol style="list-style-type: none"> 2. Stipulates constraints on membership on the Nominating Committee, to avoid the appearance of conflict of interest. 3. Part (b) provides a procedure to replace a member on the Committee in case of a vacancy subsequent to the appointment of the Committee membership. 4. Part (c) presents a syntactical correction and states plainly that the Committee's determination of the slate of candidates is final. <p>NB: Substantive additions in this section express explicitly the practices and procedures that have been commonly followed for many years, some routinely, others only rarely depending on circumstances. Thus, they are arguably not "new" procedures, only new language.</p>
<p>Section 4. Removal of Members of the Board of Directors. At any regular or special meeting of the Association duly called at which a quorum is present, any one or more of the members of the Board of Directors may be removed, with or without cause, by at least a sixty-seven percent (67%) vote of all persons present and entitled to vote at such meeting and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the Members shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any</p>	<p>Section 4. Removal of Members of the Board of Directors. At any regular or special meeting of the Association duly called at which a quorum is present, any one or more of the members of the Board of Directors may be removed, with or without cause, by at least a sixty-seven percent (67%) vote of all persons present and entitled to vote at such meeting and a successor may then and there be elected to fill the vacancy thus created. If no successor is elected at this meeting, the</p>	<p>Existing language states that if the owners go through the process of voting a director out of office (which has rarely, if ever, occurred), they <u>may</u> vote to replace him – but it leaves up in the air what to do if they <u>don't</u> vote to replace. The proposed addition remedies this oversight.</p>

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>member of the Board of Directors who has been absent without an excuse from three (3) consecutive Board meetings may be removed from the Board by the vote of a majority of the Board members present at a Board meeting, a quorum being had.</p>	<p>vacancy shall be dealt with pursuant to Section 5 of this Article. Any director whose removal has been proposed by the Members shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any member of the Board of Directors who has been absent without an excuse from three (3) consecutive Board meetings may be removed from the Board by the vote of a majority of the Board members present at a Board meeting, a quorum being had.</p>	
<p>Section 5. Vacancies. Vacancies in the Board of Directors caused by any reason, other than the removal of a director by a vote of the Association, shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board of Directors. Each person so selected shall serve until a successor shall be elected at the next annual meeting of the Association to fill the unexpired portion of the term.</p>	<p>Section 5. Vacancies. Vacancies in the Board of Directors caused by any reason may be filled by majority vote of the remaining directors at any meeting of the Board of Directors. If the vacancy occurs within sixty (60) days of the next Annual Meeting, the Board may vote to leave the position vacant until then, to be filled pursuant to Section 2 of this Article. Otherwise, the Board shall act to fill the position within thirty (30) days of the occurrence. Each person so selected shall serve until a successor is elected at the next annual meeting of the Association to fill the unexpired portion of the term.</p>	<ol style="list-style-type: none"> 1. Removes the exception for vacancies caused by vote of the Association, to comport with the amended language in Section 4 above. 2. Corrects the description of the vote – “vote of the majority” is not the same as “majority vote”. 3. Replaces mandatory filling of a vacancy with some flexibility for the Board if the vacancy occurs near the time for the next Annual Meeting (when a vote to fill the office must occur). 4. If the vacancy occurs earlier in the year, the proposal requires filling the vacancy and adds a time-limit for action to do so.
<p>Section 6. Compensation. No Member of the Board shall receive any compensation from the Regime for acting as such; provided, however, each Director, upon approval of the Board, shall be reimbursed for reasonable out-of-pocket expense incurred and paid by him on behalf of the Regime, and nothing herein shall prohibit the Regime from compensating a Director for unusual and extraordinary services rendered to the extent authorized by the Members of the Association at any meeting called for that purpose; further provided, each Director, by assuming office, waive his right to institute suit against or make claim upon the Regime for compensation.</p>	<p>Section 6. 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 expense incurred and paid by him on behalf of the Association, and nothing herein shall prohibit the Association from compensating a Director for unusual and extraordinary services rendered to the extent authorized by the Members of the Association at any meeting called for that purpose; further provided, each Director, by assuming office,</p>	<ol style="list-style-type: none"> 1. Replaces “Regime” with “Association” (four occurrences). 2. Corrects grammatical error.

CURRENT TEXT	PROPOSED TEXT	NOTES
	waives the right to institute suit against or make claim upon the Association for compensation.	
<p>Section 7. Organizational Meeting. The first meeting of a newly elected Board shall be held within ten (10) days of election at such time and place as may be determined by the directors.</p>	<p>Section 7. Organizational Meeting. As soon as feasible following the Annual Meeting, but within seven (7) days at the latest, the Board shall meet at a time and place determined by the directors to elect officers and begin the process of identifying the organizational structure for the coming year. The Board shall assure that minutes of this meeting are taken and recorded.</p>	<ol style="list-style-type: none"> 1. Clarifies reference to election at the Annual Meeting (not when a replacement director might be (s)elected pursuant to Section 5.4 or 5.5, thus arguably generating a “newly elected Board”). 2. Shortens the window from 10 to 7 days for holding the meeting. 3. Makes explicit what the purpose of the meeting is and requires/reminds the new Board to remember to keep minutes of this meeting.
<p>Section 8. Regular Meetings. Meetings of the Board of Directors shall be held regularly at such time and place as shall be determined from time to time by the Board. There shall be a minimum of six (6) meetings of the Board of Directors per year.</p>	<p>Section 8. Regular Meetings. Meetings of the Board of Directors shall be held regularly at such time and place as shall be determined by the Board. There shall be a minimum of six (6) meetings of the Board of Directors per year.</p>	<ol style="list-style-type: none"> 1. Corrects typo. 2. Deletes the superfluous “time to time” language.
<p>Section 9. Special Meetings. Special Meetings of the Board of Directors may be called by the President on three (3) days’ notice to each director given by mail, in person or by telephone, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the Vice President, Secretary, or Treasurer in like manner and on like notice on the written request of at least two (2) directors.</p>		
<p>Section 10. Waiver of Notice. Any director may, at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall also constitute a waiver of notice by him of the time and place of such meeting. If all directors are present at any meeting of the Board of Directors, no notice shall be required, and any business may be transacted at such meeting.</p>		
<p>Section 11. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep a minute book recording therein all resolutions adopted by the Board</p>	<p>Section 11. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and</p>	<ol style="list-style-type: none"> 1. Deletes reference to “minute book”, now archaic.

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>of Directors and a record of all transactions and proceedings occurring at such meetings. Robert's Rules of Order (latest edition) shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Condominium Act, the Declaration, the Articles of Incorporation, these Bylaws, or an ruling made by the person presiding over the meeting. A majority of directors shall constitute a quorum for the transaction of business. A decision of the Board of Directors shall be by a majority of those directors present at the duly called meeting. The President may vote.</p>	<p>the Secretary shall maintain minutes, which shall include all resolutions adopted and a record of all transactions and proceedings occurring at such meetings. Robert's Rules of Order (latest edition) shall govern the conduct of the meetings, when not in conflict with the Condominium Act, the Declaration, the Articles of Incorporation, or these Bylaws. A majority of directors shall constitute a quorum. A decision of the Board of Directors shall be by a majority of those directors present and voting at the duly called meeting. The President may vote.</p>	<ol style="list-style-type: none"> 2. Deletes (inappropriate) authorization of presiding officer to supersede Robert's Rules 3. Deletes superfluous modification of "quorum" 4. Corrects to the standard that a majority is determined by those "present and voting"
<p>Section 12. Action Without a Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the Board of Directors. Any action taken without a meeting, must be unanimously agreed upon by the Board and written consent to the action by all Directors must be filed with the minutes of the Board of Directors.</p>	<p>Section 12. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting provided each director shall have the reasonable opportunity to vote on the proposed action and no director votes in opposition. Such action shall be recorded with the minutes of the Board.</p>	<ol style="list-style-type: none"> 1. Reduces the bookkeeping requirements regarding notice, to facilitate the Board acting on matters that arise between meetings. 2. Replaces the requirement for unanimity (which is undefined) with the (more workable and common) requirement of "unanimous consent".
<p>Section 13. Tie Votes. In the event of a tie vote by the Board of Directors, the President may, in addition to his vote as a Board member, exercise a supplemental vote to break the tie vote.</p>		<p>This section is deleted; there is no need for a tie-breaking procedure in Board meetings. Each director should have an equal number of votes – one.</p> <p>Subsequent sections are renumbered.</p>
<p>Section 14. Powers and Duties. The Board of Directors shall manage the affairs of the Association and shall have all the powers and duties necessary for the administration of the Condominium and may do all such acts and things as are not by the Declaration, Articles of Incorporation, or these Bylaws directed to be done and exercised exclusively by the Association Members. The Board shall have the power to adopt, modify, and repeal such reasonable rules and regulations as it deems necessary and appropriate for the governance of the Condominium or the administration of the affairs of the Association and to impose sanctions for violations thereof</p>	<p>Section 13. Powers and Duties. The Board of Directors shall manage the affairs of the Association and shall have all the powers and duties necessary for the administration of the Condominium and may do all such acts and things as are not by the Declaration, Articles of Incorporation, or these Bylaws directed to be done and exercised exclusively by the Association Members. The Board shall have the power to adopt, modify, and repeal such reasonable rules and regulations as it deems necessary and appropriate for the governance of the Condominium or the administration of the affairs of the</p>	

CURRENT TEXT

PROPOSED TEXT

NOTES

including, without limitation, monetary fines. Such powers and duties shall include but not be limited to:

- a. Adopt and amend Rules and Regulations;
- b. Adopt and amend budgets for revenues, expenditures, and reserves;
- c. Collect assessments for common expenses for Unit Owners;
- d. Hire and terminate managing agents and other employees, agents, and independent contractors;
- e. Institute, defend, or intervene in its own name in litigation or administrative proceedings on matters affecting the Condominium;
- f. Make contracts, open bank accounts, and incur liabilities;
- g. Regulate the use, maintenance, repair, replacement, and modification of common elements;
- h. Cause additional improvements to be made as a part of the common elements within the limits of expenditures permitted by the Declaration and/or Bylaws;
- i. Acquire, hold, encumber, and convey in its own name any right, title or interest to real or personal property, provided that common elements may be conveyed or subjected to a security interest only pursuant to Section 47C-3-112 of the Condominium Act;
- j. Grant easements, leases, licenses, and concessions through or over the common elements;
- k. Impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements other than limited common elements described in Subsections 47C-2-102(2) and (4) of the Condominium Act and for services provided to Unit Owners;
- l. Impose charges for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines not to exceed One Hundred Fifty Dollars (\$150.00) per violation (on a daily basis for continuing violations) of the Declaration, Bylaws, and Rules and Regulations of the Association pursuant to Section 47C-3-107A of the Condominium Act;

Association and to impose sanctions for violations thereof including, without limitation, monetary fines. Such powers and duties shall include but not be limited to those identified in Article 12 of the Declaration.

Replaces the lengthy list and adds a reference to the Declaration, which specifies all these powers & duties, including a virtually identical list.

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>m. Impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by Section 47C-4-109 of the Condominium Act, or statements of unpaid assessments;</p> <p>n. Provide for the indemnification of and maintain liability insurance for its officers, directors, employees and agents;</p> <p>o. Borrow money and assign its right to future income, including the right to receive common expense assessments subject to approval of the purpose of the borrowing by a majority of the vote of the members of the Association;</p> <p>p. Prepare, execute, certify and record amendments to the Declaration and Bylaws on behalf of the Association;</p> <p>q. Exercise any other powers conferred by the Declaration or Bylaws;</p> <p>r. Exercise all other powers that may be exercised in this State by nonprofit corporations; and</p> <p>s. Exercise any other powers necessary and proper for the governance and operation of the Association.</p>		
<p>Section 15. Management Agent. The Board of Directors may employ for the Condominium a professional management agent or agents, at a compensation established by the Board of Directors, to perform such duties and services as the Board of Directors shall authorize. Any management contract shall contain a termination clause permitting termination without cause and without penalty, upon no more than thirty (30) days written notice.</p>	<p>Section 14. Management Agent. The Board of Directors may employ for the Condominium a professional management agent or agents, at a compensation established by the Board of Directors, to perform such duties and services as the Board of Directors shall authorize. Any management contract shall contain a clause permitting termination by the Association.</p>	<p>The termination clause specified in this section would be lovely, but it is unlikely that any reputable Management Agent would be willing to enter into a contract containing such a clause. The proposed amendment gives the Board some flexibility, and hence a greater likelihood of being able to contract with an appropriate Agent should it opt to do so.</p>
<p>Section 16. Architectural Standards. The Board may establish an Architectural Standards Committee for the purpose of establishing and maintaining architectural standards on Condominium property, as hereinafter provided.</p>		<p>This section is deleted; authority to establish such a committee continues to exist, included as part of the next section. If the Board opts to establish an Architectural Standards Committee, it might want to identify powers other than those listed here.</p>
<p>Section 17. Additional Committees. The Board may establish such other committees as it deems desirable.</p>		

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>Section 18. Committee Chairpersons and Members. The Board shall elect the chairperson and approve the members of each committee established.</p>	<p>Section 15. Committees. The Board may establish such committees as it deems desirable. The Board shall elect the chairperson and approve the members of each committee established.</p>	<p>The content of Sections 17 and 18 are combined into a single section, with minimal editing.</p>
<p><u>Article 5. Officers</u></p>		
<p>Section 1. Designation. The officers of the Regime 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, no officer need be a member of the Board.</p>	<p>Section 1. Offices. The offices of the Association shall include that of President, Secretary, and Treasurer. The Board may, at any Board meeting, establish or abolish other offices, such as Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or others. Except for the President, no officer need be a member of the Board, but each officer must be an owner or co-owner of a unit.</p>	<ol style="list-style-type: none"> 1. Restates the substance of the section in terms of offices rather than officers. 2. Establishes that the Board may establish or abolish offices other than the required ones at any time. 3. Specifies that officers must be owners.
<p>Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board following each annual meeting of the members and shall hold office at the pleasure of the Board of Directors and until a successor is elected.</p>	<p>Section 2. Election of Officers. Offices of the Association required by Section 1 of this article shall be filled annually by election by the Board of Directors at the Organizational Meeting. Other officers shall be elected when the corresponding office is established. All officers shall hold office at the pleasure of the Board or, in the case of a vacancy or removal from office, until a successor is elected.</p>	<ol style="list-style-type: none"> 1. Continues use of “offices” rather than “officers”. 2. Refers to the “first meeting” by its name, Organizational Meeting. 3. Allows other officers to be elected either at the Organizational Meeting or later, perhaps as need arises. 4. A successor may or may not be elected; a non-required office might just be eliminated.
<p>Section 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected.</p>	<p>Section 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause. If the office is one required by Section 1 of this article, the Board shall elect a successor immediately. For other offices, the Board may either abolish the office or elect a successor.</p>	<p>Separates the handling of refilling a required office (mandatory) vs. an optional office (permissive).</p>
	<p>Section 4. Vacancies. A vacancy in office, caused by any reason other than removal pursuant to Section 3 of this</p>	<p>This new section provides direction for what to do in case an office becomes vacant for any reason other</p>

CURRENT TEXT	PROPOSED TEXT	NOTES
	<p>Article, shall be dealt with as follows, depending on the office:</p> <ul style="list-style-type: none"> a. President: the director with the longest continuous service as a director shall become President and serve until the Board elects a new President, which shall be done as soon as possible. b. Secretary or Treasurer: the Board shall elect a successor as soon as possible. c. Other office: the Board may either abolish the office or elect a successor. 	<p>than removal of an officer by vote of the directors. The proposal regarding the Presidency is intended to guarantee that that office does not fall vacant and remain so, even for a brief time, due to some unexpected event. Note that a planned transition (e.g., at the Organizational Meeting or if the President announces mid-term an intention to resign) would normally be handled by voting in a new President to take office at the same time as the former President leaves office; so no “vacancy” actually occurs, just a transition.</p> <p>Subsequent sections are renumbered.</p>
<p>Section 4. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Members and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the North Carolina Nonprofit Corporation Act.</p>	<p>Section 5. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the North Carolina Nonprofit Corporation Act.</p>	<p>Replaces “Members” with “Association”, for clarity, as noted in Article 3.</p>
<p>Section 5. Vice Presidents. The Vice Presidents, if any, in the order of their election, unless otherwise determined by the Board shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.</p>		<p>Only the Section number changes – to “6”.</p>
<p>Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with North Carolina law.</p>	<p>Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with North Carolina law.</p>	<p>Replaces “Members” with “Association”, for clarity, as noted in Article 3.</p>
<p>Section 7. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required</p>	<p>Section 8. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all</p>	

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may from time to time be designated by the Board of Directors. Furthermore, the Treasurer shall cause an annual audit or review of the Regime's books as directed by the Board or the Association pursuant to Article IX, Section 6 of these Bylaws.</p>	<p>receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may be designated by the Board of Directors. Furthermore, the Treasurer shall cause an annual audit or review of the Association's books as directed by the Board or the Association pursuant to Article 8, Section 7 of these Bylaws.</p>	<ol style="list-style-type: none"> 1. Deletes superfluous “time to time” language. 2. Replaces “Regime” with “Association” 3. Corrects the reference.
<p>Section 8. Amendments to Declaration and Bylaws. The Board of Directors shall prepare and the President shall execute, certify, and record amendments to the Declaration and Bylaws on behalf of the Association. The Secretary shall attest to such execution and certification.</p>	<p>Section 9. Certification of Amendments. The Board of Directors shall prepare proposed amendments to the Declaration and/or Bylaws for owner approval, pursuant to Article 14 of the Declaration or Article 7 of these Bylaws, respectively. Following approval, the President shall execute, certify, and record such amendments on behalf of the Association. The Secretary shall attest to such execution and certification.</p>	<ol style="list-style-type: none"> 1. Corrects the section title; the Amendment <u>process</u> appears elsewhere, as the language identifies. 2. Clarifies that (a) the Board prepares <u>proposed</u> amendments, (b) the owners approve, pursuant to relevant sections of Declaration or Bylaws, and (c) the President & Secretary are the officers responsible to see that the approved amendments are properly recorded.
<p><u>Article 6. Indemnification of Officers and Directors</u></p>		
<p>The Association shall indemnify every officer and director against any and all expenses, including legal fees, reasonably incurred by or imposed upon such officer or director in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may he made a party by reason of being or having been an officer or director, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance or malfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the Association), and the Association shall indemnify and forever hold</p>		

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. The Association shall as a common expense maintain adequate general liability and, if obtainable, officers' and directors' liability insurance to fund this obligation, and the insurance shall be written as provided in the Declaration.</p>		
	<p><u>Article 7. Amendments</u></p>	<p>This is a new article, expanded from the current Article 7.8. The process of amendment is not “miscellaneous” and should appear as a separate article.</p>
	<p><u>Section 1. Initiation.</u> The Board of Directors may initiate and propose amendments to these Bylaws for consideration at a meeting of the Association. Also, unit owners having twenty percent (20%) or more of the votes in the Association may initiate amendments by submitting them in writing to the Board at least fifty (50) days prior to the next scheduled Annual Meeting.</p>	<p>This section identifies that the Board may propose amendments, but also makes explicit that owners may do so (implicit in Section 3.3). It gives some procedural rules, consistent with Section 3.3 and providing the Board reasonable time to handle the details to have the proposal considered at the next Annual Meeting.</p>
	<p><u>Section 2. Notice.</u> The complete text of any proposed amendments shall be included with the notice of any meeting of the Association at which said amendments are to be considered.</p>	<p>This is an expansion of current language, requiring that the complete text of proposed language be presented, not just the “subject matter”.</p>
	<p><u>Section 3. Approval.</u> Approval of any proposed amendments of these Bylaws shall require the vote, written consent, or any combination of affirmative vote and written consent of the members holding a majority of the total votes entitled to be cast. No amendment shall become effective until it is recorded in the Registry of Deeds of Henderson County, North Carolina.</p>	<p>This is a slight recasting of the language from that currently in Section 7.8.</p>

CURRENT TEXT

PROPOSED TEXT

NOTES

<u>Article 7. Miscellaneous</u>	<u>Article 8. Miscellaneous</u>	
<p>Section 1. Notices. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States mail, first class postage prepaid:</p> <ul style="list-style-type: none"> a. if to a Unit Owner, at the address which the Unit Owner has designated in writing and filed with the Secretary, or, if no such address has been designated, at the address of the Unit of such Owner; or b. if to the Association, the Board of Directors, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated in accordance with subsection (a) hereof. 	<p>Section 1. Notices. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing, including email, and shall be deemed to have been duly given if delivered personally or sent by United States mail, first class, or by corporate transfer, or via email:</p> <ul style="list-style-type: none"> a. if to a Unit Owner: to the mailing address or email address, as appropriate, which the Unit Owner has designated in writing and filed with the Secretary, or, if no such address has been designated, to the address of the Unit of such Owner; or b. if to the Association: to the principal office of the Association or to the email address posted on the Fleetwood Plaza website; or c. if to the managing agent, if any: to the principal office or email address of that agent. 	<p>Number changed because of the addition of the new article on Amendment.</p> <p>Expanded to incorporate email communication and other possible ground communication methods, such as FedEx.</p>
<p>Section 2. Severability. The invalidity of any part of the Declaration or these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of the Declaration or these Bylaws.</p>		
<p>Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of the Declaration or these Bylaws or the intent of any provision thereof.</p>		
<p>Section 4. Gender and Grammar. The use of the masculine gender in the Declaration or these Bylaws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural, whenever the context so requires.</p>	<p>Section 4. Equivalences.</p> <ul style="list-style-type: none"> a. Gender and Grammar. The use of the masculine gender in the Declaration or these Bylaws shall be deemed to include the feminine gender, and the use 	<p>An expansion of the sort of thing covered in the existing section.</p>

CURRENT TEXT	PROPOSED TEXT	NOTES
	<p>of the singular shall be deemed to include the plural, whenever the context so requires.</p> <p>b. Forms of Writing. The use herein of modifiers “in writing” or “written” shall be understood to include the use of email or other electronic text, as the context allows.</p> <p>c. Forms of Meetings. Meetings of the Association and meetings of the Board of Directors may be held in person, by telephone or conference call, by internet, or by any combination of these modes, provided everyone has the ability to participate, within the limits of the media used, to the same degree and with the same privileges, responsibilities, and restrictions as if present in person.</p>	
	<p>Section 5. Technical Errors. In any written ballot called for in these Bylaws, technical errors such as the misspelling of a word or name shall not make said ballot invalid if the probable intent of the ballot can be ascertained.</p>	<p>This new section is added to specify a commonsense permission to allow a vote to be counted despite possible technical error.</p> <p>Subsequent sections are renumbered.</p>
<p>Section 5. Fiscal Year. The fiscal year shall be set by resolution of the Board of Directors.</p>		<p>Only the Section number changes – to “6”.</p>
<p>Section 6. Audit. An audit or review of the accounts of the Association shall be made annually in the manner directed by the Board and results communicated to each of the members. However, after having received the Board's audit or review at the annual meeting, the Owners may, by a majority of the total Association vote, require that the accounts of the Association be audited as a common expense by an independent accountant.</p>		<p>Only the Section number changes – to “7”.</p>
<p>Section 7. Conflicts. In the event of conflicts between the North Carolina Condominium Act, the Declaration, these Bylaws, and Board Resolutions, the Condominium Act, the Declaration, the Bylaws, and Board Resolutions shall control, in that order.</p>		<p>Only the Section number changes – to “8”.</p>

CURRENT TEXT	PROPOSED TEXT	NOTES
<p>Section 8. Amendment. These Bylaws may be amended by the affirmative vote, written consent, or any combination of affirmative vote and written consent of the members holding a majority of the total votes entitled to be cast on the amendment. Notice of any meeting at which an amendment will be considered shall state that fact and the subject matter of the proposed amendment. No amendment shall become effective until it is recorded in the Registry of Deeds of Henderson County, North Carolina.</p>		<p>This section is deleted; its content is relocated to the new Article 7 above.</p>
<p>Section 9. Books and Records. All members of the Association and all mortgagees shall, upon written request, be entitled to inspect all books and records of the Association during normal business hours at the office of the Association or other place designated reasonably by the Board of Directors as the depository of such books and records.</p>		