

By Laws

BY-LAWS OF UNIVERSITY PARK HOMEOWNERS' ASSOCIATION, INC. (Amended October 7, 1991)

PREAMBLE

The Association is a non-profit corporation composed of persons who have qualified for membership as set forth hereinafter and joined together to operate in the public interest exclusively for charitable, scientific, or educational purposes directed toward a program of planning and action designed to result in the orderly and balanced development, improvement and preservation of the area described hereinafter as University Park in Raleigh, North Carolina. To that end it has certain powers, obligations, and limitations as set forth in the ARTICLES OF INCORPORATION. These By-Laws are created and adopted to provide a framework for the initial operation of the Association.

ARTICLE 1: MEMBERS

The members of this Association shall consist of those persons who are at least eighteen years of age and are resident property owners in or long-term residents of the area defined herein as University Park who have paid the required membership fee and filed a membership card with the Association secretary. The University Park community is defined by its boundaries on the north (Wade Avenue), west (Faircloth Street), south (Hillsborough Street), and east (Oberlin Road). A long-term resident is defined as a natural person who has established residence within the area and who has dwelled there for a period in excess of three years and still dwells there. The membership fee shall be a one-time fee of \$100.00, \$25.00 paid in four quarterly payments, or \$15.00 paid annually for seven years. Members can vote after first quarterly or annual payment. A person joining under the quarterly or seven-year payment arrangement must have been established as a member for one full calendar year and, in the case of those choosing the seven-year payment arrangement, must have paid second year dues to be eligible to be nominated for office. A member paying the \$100.00 one-time fee will be entitled to a \$50.00 refund if said member is no longer a resident of the area in less than two years from the date of joining, but no other refunds may be made. Notification of such withdrawal must be made to the Association secretary in writing. The owner(s) of a retail business located within University Park are eligible for non-voting membership but are restricted to the one-time \$100.00 membership. When joining, or at any time thereafter, a member may ask to be designated an inactive member. Inactive members may not vote or hold office and will not be counted when determining the quorum or majority requirement. Inactive members may ask to be reinstated as active members at any time. All memberships are nontransferable.

ARTICLE II: MEETINGS

Sec. 1. Annual Meetings. The annual meeting of the members of this Association shall be held at the Holy Trinity Lutheran Church, Clark Avenue, Raleigh, North Carolina, or some other place within the community of which due notice is given, at 7:30 o'clock p.m. on the first Monday in February of every calendar year, at which time there shall be an election of Officers and Board Members.

Sec. 2. Notice. The annual meeting will be announced in writing at least two weeks in advance, and the slate of directors and officers being nominated by the nominating committee will be included in the meeting announcement. Other nominations will be from the floor. Elections will be by secret ballot. At the annual meeting, such other business shall be transacted as is properly brought before it.

Sec. 3. General Meetings. General meetings of the Association shall be held quarterly, with one of the quarterly meetings being the Annual Meeting.

Sec. 4. Special Meetings. Special meetings of the Association may be called by the president, by any two members of the Board of Directors, or by at least one-fourth of the members of the Association. Two weeks written notice of special meetings shall also be given.

Sec. 5. Quorum. In order for the Association to transact business at any meeting it shall be necessary to have present at least twenty-five percent (25%) of the membership.

Sec. 6. Voting. Each member shall be entitled to one vote at any meeting of the Association at which he is present. Joint memberships may be held by spouses, but such a joint membership shall have only one vote. There will be no "one-half member" votes. Proxy voting will not be permitted. All elections shall be by secret ballot.

ARTICLE III; OFFICERS

Sec. 1. The officers of the Association shall be a President, a Vice President for Community Development, a Vice President for Real Estate, a Vice President for Communication, a Secretary, and a Treasurer, to serve until the next election and thereafter until their successors are elected and qualified. There shall be no dual office holding except as set forth herein.

Sec. 2. President. The president shall preside at all meetings of the membership and shall have general responsibility for the affairs of the Association subject to the advise and consent of the Board of Directors. Following the term as president shall serve for one year as a member of the Board as Past-President.

Sec. 3. Vice President. There shall be three Vice Presidents – Vice President for Community Development, Vice President for Real Estate, and Vice President for Communication. After election of officers the Board of Directors shall designate one of the elected Vice Presidents as the First Vice President, who in case of death, disability, or absence of the President shall be vested with all the duties of the president.

Sec. 4. Secretary. The Secretary shall execute all corporate records, shall keep a record of the meetings of the members and of the Directors, shall have custody of all books, records and papers of the Association, except such as shall be in the charge of the Treasurer or some other person authorized to have charge thereof by the President, and shall perform such other duties as may from time to time be assigned to him by the President.

Sec. 5. Treasurer. The Treasurer shall receive and disburse all corporate funds and shall keep accurate and detailed records of all receipts and disbursements authorized by the

Association, and make regular reports to the Officers, Directors, and Members as to the financial condition of the Association. The records shall be audited each January by a committee appointed by the President. The Treasurer shall deposit all Association funds in such financial institutions as may be designated by the Board of Directors.

Sec. 6. Other Officers. The Board of Directors may appoint such other officers, agents or representatives as the said Board may from time to time determine, with such duties assigned to such persons by the Directors as the Directors may see fit. These additional Officers, if any, shall not by virtue of their appointment qualify as a Director.

ARTICLE IV: DIRECTORS

Sec. 1. The Board of Directors shall consist of ten persons: the seven above-named Officers and three additional Directors, all of these Directors to serve until the next election and thereafter until their successors are elected and qualified. There shall be no dual office holding.

Sec. 2. Powers of the Board. The Board of Directors shall establish and formulate policies, establish the budget, control the funds, and give the President guidance from time to time. The Board of Directors will have the right to declare for cause, the position of any officer, Director or Nominating committeeman vacant and direct the nominating committee to nominate a replacement to stand for election at the next meeting forthcoming after wither the meeting at which the nomination is made or the giving of two weeks written notice to all members.

Sec. 3. Meetings of Directors. The Directors shall meet at least three times a year on the last Monday in January, May, and September of each year. The Directors shall hold such meetings at such times and places as they may from time to time determine and hold special meetings at any time upon the call of the Chairman, the President, or any two Directors.

ARTICLE V: NOMINATIONS

There shall be a nominating committee consisting of five members whose duty shall be to make nominations for vacancies and upcoming annual elections of Officers, Directors and Nominating Committeemen. One of the five shall be elected and serve as Chairman of that committee. Committeemen shall serve no more than two consecutive terms. In making nominations, the Committee shall ascertain the willingness of such nominees to serve, and report the slate in writing to the President. Nominations from the floor may be made by any member in attendance. If the nominee is absent, his willingness to serve shall be indicated in writing and signed by him.

ARTICLE VI: MODIFICATIONS

These By-Laws, or any part thereof, may be repealed, altered or amended and new By-Laws adopted by any meeting of the members by an affirmative vote of a majority of the members, provided the proposed change has be explained at the previous meeting or is explained in two weeks written notice.