

ABCPOA CONSOLIDATED BYLAWS 2014  
ALLIANCE BRUNSWICK COUNTY PROPERTY OWNERS ASSOCIATIONS

**Article I**  
**Name / Definitions**

**NAME:**

The name of this organization is the "Alliance of Brunswick County Property Owners Associations", or herein to be referred to as "Alliance", or "ABCPOA".

**DEFINITIONS:**

Alliance = A group of Property Owners Associations (POA's) and Homeowners Associations (HOA's) in Brunswick County, having joined together for mutual support of one another on concerns and issues at the local and / or state level.

**Associations** = POA's, HOA's or other entities duly elected by the residents members of a POA/HOA under the auspices of the Associations' charter, including such as "Residents Advisory Committees." in Declarant/Developer managed Associations. Those eligible for membership shall be non-profit corporations in good standing as filed with the Secretary of State of North Carolina.

In addition, the following applies:

- 1) The Association must represent a minimum of 51% of the Developments total lots/units sold and owned by individuals other than the Declarants/Developer.
- 2) The Association should have a minimum of 50 Full Time, Permanent Residents, subject to discretionary considerations by the Ad Hoc Committee.

Member = Individual POA, HOA or other organization as defined in "Association" above who have been admitted to membership in the Alliance through the procedure defined in Article III B. Those organizations holding membership prior to December 31<sup>st</sup>, 2013, shall be considered "Grandfathered" members.

Representative = Person designated by their association to participate in Alliance activities. May attend and speak at any and all meetings.

Director = Member's Representative so designated by their association to serve on the Alliance Board of Directors and vote on behalf of the Member at Board of Directors and other Alliance meetings.

Designated Alternate Director = Any Member's Representative so designated by their Association to vote in place of the Director in his/her absence. A director present at a meeting may delegate his/her right to vote to a Designated Alternate of the same Member.

Officer = A member's Representative elected by the Alliance Directors to conduct the affairs of the Alliance, in accordance with the by-laws of the Alliance. The Elected officer automatically becomes the Member's designated Director.

Board of Directors = The group consisting of one Director or Designated Alternate Director from each Member Association responsible for the actions of the Alliance.

Board of Directors Meeting = Meeting to conduct the affairs of the Alliance. Usually meets monthly and all meetings of the ABCPOA shall be conducted in accordance with Roberts Rules of Order.

Committee Meetings = Includes designated Committee members, others by invitation. Meets and works as frequently as needed to attain objectives of the Board of directors.

Annual Alliance Meeting = Same participation as the General Board of Directors Meetings. Main purpose is to elect new officers and receive year end President's and Committees summary reports.

## **Article II Purpose**

The Purpose of the Alliance is to mutually support and thereby strengthen the effectiveness of its Member Associations by:

- A. Providing a mechanism whereby Member's common interests ~~and these purposes~~ are served through united communications, advocacy, public relations and political actions.
- B. Providing a means of monitoring and evaluating the policies and the legislative, regulatory, and administrative actions of state, regional, county, and local government bodies which may impact property values, safety, health, and quality of life in Brunswick County; and
- C. Actively promoting and encouraging all levels of government action that enhance property values, safety, health and quality of life of members' residents and others within the geographical scope of the Alliance. Actively promoting and encouraging policies & practices among member groups that enhance property values, safety, health and quality of life of members' residents and others within the geographical scope of the Alliance.
- D. Actively discouraging and preventing any governmental action or inaction that threatens or negatively impacts property values, safety, health and quality of life of the aforesaid.

## **Article III**

### Membership and Representation

- A. Membership in the Alliance is available to Associations as defined in Article 1, "Associations," representing POA's and HOA's located in Brunswick County, NC.
- B. Application for membership shall be submitted to the Secretary of the Alliance. The applicant Association must meet the requirements as stated in Article 1, "Association." In

addition, the Association must submit a copy of their Certificate of Incorporation as issued to them by the NC Secretary of State. In all cases, the Membership Committee shall verify that all prerequisites of Article I, "Associations" are met and shall recommend approval or denial to a quorum of the Board of Directors at a Regular Board of Directors meeting. The President shall call an immediate vote by the Directors on the recommendations by the Membership Committee. Secretary will verify that the Association is in good standing. New members will be approved by a two-thirds affirmative vote of the Board of Directors.

C. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay any dues or other charges therefore accrued and unpaid.

D. Each Member shall be entitled to one vote, which shall be exercised by the Member's Director or Alternate Director as authorized and according to the procedures in Article VIII.

#### **Article IV Finances**

A. The operational costs of the Alliance shall be shared by all Members on a single dues basis, to be determined from time to time by the Board of Directors. At the discretion of the President, in case of hardship, the dues may be reduced or prorated, however this is subject to approval by two-thirds vote of the Board of Directors present at a meeting. Such dues or assessment shall be according to a budget, which may include an allocation for Reserves, as determined by two-thirds vote of the Directors present at a regular meeting of the Board of Directors, for which the topic of budget and dues is included on an agenda, and circulated no less than 30 days in advance of the meeting. Special projects may be financed by interested Members in accordance with mutually accepted schedules.

B. At the discretion of the President, in case of hardship, the dues may be reduced or prorated, however this is subject to approval by two-thirds vote of the Board of Directors present at a regular meeting.

C. Any Member who is delinquent in payment of dues or assessments applicable to all Members for a period exceeding 60 days shall lose all voting privileges. In the event such delinquency continues for a period that exceeds 120 days, the membership shall be automatically terminated, except that the delinquency grace period may be extended an additional 60 days upon a 2/3 vote of members present at a meeting.

D. No dues or fees shall be refunded to any Member Association whose membership terminates for any reason.

#### **Article V Board of Directors**

A. The Board of Directors shall consist of Directors, one from each Member Association.

Directors shall be appointed by and represent their respective Member. A representative can act as an Alternate Director designated to vote in place of the Director in his/her absence. A Director present at a meeting may delegate his/her right to vote to a Designated Alternate of the same Member.

B. The Board of Directors shall determine direction, strategy and goals for the Alliance and shall have authority to make all decisions regarding, among other things:

1. Current operations and activities;
2. Creation of committees and outline of strategic objectives
3. Adequacy of committee staffing and the reasonable cross section of representatives serving on committees.
4. Approval of President's election of committee chairpersons. Committees may submit nomination to the President for consideration
5. Approval of committee action plan
6. Approval of Committees position statements presented by Committees to the Board of Directors.
7. Establishment and amendments to rules, procedures and by-laws

C. One half plus one of the Members must be represented at any meeting of the Board of Directors to establish a quorum.

D. Decisions of the Board of Directors shall be by majority affirmative vote of all members present at regularly scheduled or special meetings at which a quorum is present unless otherwise noted.

E. Regular Board of Director meetings shall be scheduled monthly. Emergency meetings may be called by the President upon written, telephonic, or electronic notice, not less than 48 hours in advance.

F. Electronic polling of the Board of Directors is permissible for emergency issues, such as - but not limited to - approval of travel expenses; a majority of those members voting by email must be attained.

Such emergency approvals shall be ratified by a majority of the Board of Directors at the next regular meeting of the Board of Directors and recorded in the Minutes of Meeting.

## **Article VI Officers**

A. The Officers of the Alliance are the: President, Vice President, Secretary, and Treasurer.

B. At the Annual Alliance meeting, the Officers are elected by majority vote of the Board of Directors from a List of Nominations, prepared by the Nominating Committee, and to represent the Member Associations. The elected officer becomes the Member's designated Director. Officers are eligible for re-election to successive terms

At the Annual Meeting of the Alliance in 2004, the President and the Treasurer shall be

elected for a (2) year term and the Vice President and the Secretary shall be elected for a (1) year term. Thereafter, each officer shall be elected for a (2) year term. Voting shall be repeated until a tie is broken. (i.e. Even years = elect President and Treasurer; Odd years = elect Vice President and Secretary).

In an election year where there are no candidates to run for the prescribed term of office, the Board of Directors may, by majority vote, authorize an extension of the term in case of an incumbent, or authorize a term shorter than two years in the case of a candidate who cannot serve the prescribed term.

Prior expiration of such an extended term or short term, the Nomination Committee shall solicit nominations to elect a successor to serve the unexpired portion of the term.

C. THE PRESIDENT of the Alliance shall act as Chairman at all Board of Directors and Annual meetings and shall serve as the spokesperson of the Alliance in all communications with government agencies, the media, and other organizations unless such duties are specifically delegated to another officer or representative by the President. The authority of the President to communicate positions or advocate actions to government agencies or representatives, the press, other organizations or the general public on behalf of the Alliance is limited to such matters on which the Board of Directors of the Alliance has taken action as specified in these by-laws. This restriction does not preclude the President and other Officers from conducting investigations on any matter that may be useful to further the purposes of the Alliance.

The President shall also:

1. Coordinate the implementation of Board of Directors approved courses of action, position statements, strategies and other initiatives, unless otherwise directed by the Board of Directors.
2. Appoint Chairpersons for all committees which should represent a fair cross section of Alliance members. Committees may submit nominations to the President for consideration. Each such appointment shall be subject to confirmation by the Board of Directors.
3. Interface with committee chairpersons to share information, coordinate related activities and actions of interest of different committees that may or do overlap.
4. Establish and maintain working relationships with the Brunswick County Board of Commissioners, state senators, representatives and other state, county, and local government officials as the President may deem appropriate.
5. Develop, provide and distribute an agenda for any regular Alliance Meeting at least 48 hours in advance.

D. THE VICE PRESIDENT shall act in the place of the President in the absence or inability of the President.

In the event of a permanent absence or inability to serve, the Nomination Committee shall solicit nominations as soon as possible to elect a successor, to serve the unexpired portion of the term.

E. THE SECRETARY shall be responsible for the taking of minutes at the Board of Directors and General Alliance meetings and such other administrative duties as may be required by the President.

The Secretary shall provide a list to the Board of Directors, of all scheduled Alliance meetings for current calendar year.

The Secretary shall provide to the Member Associations, a year end annual summary of Alliance and Committee's accomplishments. The latter shall be provided to the Secretary by Committee Chairpersons.

The Secretary shall provide the Webmaster with Board approved updates to the Alliance Website.

The Secretary shall maintain a current list of Member's representatives, Committees and their members, and shall have such available at each Board of Directors and General Alliance meetings.

An Assistant Secretary may be appointed by the Board of Directors.

In the absence of an elected Secretary, the functions and duties of the Secretary may be combined with the office of the Vice President or the Treasurer.

In such absence, the duties of a "Recording Secretary" may be delegated in rotation to the Directors of the Alliance, as determined by the President.

F. THE TREASURER shall be responsible for the funds and financial records of the Alliance, the collection of membership dues and fees, the maintenance of full and accurate accounts, filing of appropriate tax forms and shall report to the Members an account of the Alliance's financial condition whenever such is required.

#### G. OFFICERS

1) THE FOUR OFFICERS shall be representatives from different Member Organizations.

2) In the event that such different representation is not attainable, any Member nominated from any Member Organization may be elected as an Officer by the Board of Directors and serve the remaining term, and may be re-elected for a one year term until such time that the requirements of G-1 can be met.

H. Upon an affirmative majority vote by the Directors representing the entire membership present or not, any Officer may be released from office and a successor elected at any Regular Meeting or at a Special Meeting of the Directors, called for that purpose. This provision commences with the two year term cycle. Said officer shall have the opportunity to address the Board of Directors prior to the vote.

I. Vacancies in any office may be filled for the balance of the term thereof by a majority vote of the Directors.

### **Article VII Alliance Meetings**

A. The Annual Alliance Meeting shall be held during the last month or the last 2 weeks in November of each calendar year at such time and at such place within Brunswick county as

the President may prescribe. Written or telephonic or electronic notice of this meeting shall be given to all Members Associations and their Representatives not less than 60 days before the meeting is held.

B. Board of Directors meetings shall be held each month, unless otherwise determined, at a time and place in Brunswick County as the President may prescribe. The Agenda shall be e-mailed to the Directors no less than 48 hours in advance.

C. Other Alliance meetings, whether or not regularly scheduled, may be called by the President upon written, telephonic or electronic notice not less than 5 days before the meeting is held.

D. Any Member's Director or Alternate Director may waive the prescribed advance notice of any Alliance meeting.

E. One half plus one of Member's Directors or Alternate Directors must be represented in person to constitute a quorum at any Alliance Membership meeting.

F. Prospective members may be invited to Alliance meetings by the Membership Committee. Other Organizations and or individual speakers may be invited to Alliance meetings at the discretion of the President.

### **Article VIII Procedures**

A. All policies, advocacy positions, communications and other programs undertaken by the Alliance must be adopted and approved by the Board of Directors at a regular or special Board of Directors

B. Each Member, through its own prior vote or other procedure, shall authorize its Director or Alternate Director on the Board of Directors to vote pursuant to its instructions on all Alliance issues requiring votes. Each Member agrees that the Alliance actions shall be determined by a majority affirmative vote of Directors or Alternate Directors present at a Board of Directors or General Alliance meeting.

C. Each Member shall have one vote as specified in Article III, Para. E, which vote shall be cast in person by Director or Alternate Director present at the meeting. Each Member shall provide to the Secretary, at the beginning of each year, a written list of its Representative's and the sequential order in which they are authorized to exercise the Member's vote at Board of Directors and General Alliance meetings. This list may be amended in writing during the course of the year.

D. The Board of Directors may establish upon a majority affirmative vote Alliance Operating Rules and Procedures, which shall serve to clarify any ambiguities of these by-laws and facilitate operations of the Alliance.

E. Members may raise issues for discussion at a meeting without advance notice.

F. Other than termination of Membership for non-payment of dues or assessments as described in Article IV, Paragraph B, membership in the Alliance may be terminated:

1) Violation of Alliance by-laws.

Such termination shall require a finding by the Board of Directors that a Member has violated Alliance by-laws. To be effected, the Board of Directors recommendation must be approved by two-thirds vote of Directors present at a regularly or specially scheduled meeting and, in addition, shall be reconfirmed by a second vote at the next regular or special meeting.

2) Nonattendance at three (3) consecutive meetings by the designated representative (Director or Designated Alternate Director) shall be communicated to the Member Association for resolution. An excused absence may be determined by majority vote of the Board of Directors.

### **Article IX Committees and Task Groups**

A. The Board of Directors may establish committees or task groups of one or more Representatives to perform specific functions. Committees or task group's membership shall preferably represent a cross section of Members and shall be designated by the Committee Chairperson subject to approval of the Board of Directors.

B. Committees or Task groups established under this Article may exercise such authority as may be determined by the Board of Directors. In this regard, each new or existing committee, or new assignment given to an existing Committee, shall provide the Board of Directors, within 30 days of its creation or new assignment, an action plan (outline) on how it will meet the Board of Director's strategic objectives. The Board of Directors may limit, increase or otherwise modify proposed committee Action plans. Existing committees may propose amendments to their objectives anytime for approval by the Board of Directors.

C. Committees shall provide, where appropriate, monthly progress reports, final position papers on Committee assignments and a year end summary of results, suitable for distribution to the Member Associations.

D. Committee reports and any proposed position statement, or other proposed action, shall be e-mailed to all Directors as soon as practicable but not less than 48 hours prior to the date of a scheduled Board of Directors meeting.

E. The Election Committee and the Membership Committee shall be appointed by the President on an Ad Hoc basis when needed and for limited duration only.

### **Article X Administration**

The Alliance may employ individuals, consultants, and legal counsel to provide services to the Alliance under such terms and conditions as the Board of Directors may decide is



appropriate. Such proposed action and its financing must be approved by a upon an two thirds (2/3) affirmative vote by the Directors representing the entire membership present in person or by written proxy, provided a quorum is present, at a scheduled meeting for which the matter is included on an agenda circulated 60 days in advance.

### **Article XI Amendments**

These Bylaws may be amended by two-thirds (2/3) affirmative vote by the Directors, representing the entire membership, present in person or by written proxy, provided a quorum is present. Sixty (60) days advance notice of bylaw change proposals is required.

Respectfully submitted to the Board of Directors, January 22, 2014

By-Laws Revision Committee:

Johann Wagner, Chairman, River Run

Paul Beiger, Seascape

Vince Juric, Brunswick Plantation

Jim Sheridan, Sandpiper Bay

Adopted by majority vote at the Board of Directors Meeting on February 26, 2014.

Bill Bittenberger

President

Jim Sheridan

Vice President

Sheila Lurix

Secretary