



**Bylaws of Mountain Glen Property Owners Association  
of Mountain Glen Resort, Inc.  
Newland, North Carolina**

Revised September, 2013

**Article I**

*Introduction of Definition*

Section 1: "Mountain Glen" shall mean and refer to that subdivision in Avery County, North Carolina, developed by Avery Development Corporation and recorded in the Avery County Register of Deeds office.

Section 2: "Association" shall mean and refer to the Mountain Glen Property Owners Association of Mountain Glen Resorts, Inc., a nonprofit corporation organized and existing under the laws of the State of North Carolina. The association has two types of memberships, namely regular memberships for property owners at Mountain Glen, and associate memberships open to nonresidents who are members of the golf course.

Section 3: Each Property Owner shares equally in the "ownership" of the Association. In case of joint ownership of lots, the joint Property Owners will collectively own one of the equal shares. With respect to ownership, Article III Section 5 of the Association's Articles of Incorporation is applicable. Each member shall have one vote regardless of the number of lots owned.

Section 4: "Member" will hereafter refer to a Property Owner who is current in all payments due to the Association.

Section 5: "Fiscal Year." The fiscal year of the association shall be from November 1 of each year through October 31 of the following year.

**Article II**

*Location*

Section 1: The principal office of the Association shall be at the offices of Avery Development Corporation, Newland, Avery County, North Carolina.

**Article III**

*Purposes*

Section 1: The purpose of the Association is to promote the happiness and welfare of the Property Owners and to support the Avery Development Corporation in maintaining the property values and a high-quality golf course at Mountain Glen. The Association recommends to Avery Development



Corporation the needs of Mountain Glen Property Owners on a collective basis for any community services deemed important. The Association cooperates with the Avery Development Corporation to fix and assess property assessments that need to be levied for the costs of services, maintenance, and preservation of the Mountain Glen Community.

#### **Article IV**

##### *Procedure*

Section 1: The rules contained in the current addition of “Robert’s Rules of Order” shall govern the Association in all cases where they are not inconsistent with these Bylaws.

#### **Article V**

##### *Membership and Dues*

Section 1: There shall be two classes of members, regular members and associate members. Regular members shall be limited to persons owning lots within the Mountain Glen Subdivision. Associate members shall be nonresidents who meet the requirements as set forth by the Board of Directors from time to time.

Section 2: The amount of dues is set by the Board of Directors. The Treasurer will send dues notices to all Property Owners and associate members in June of each year. All Property Owners who have not paid their dues by August 1 will be considered “in arrears.”

Section 3: Any Property Owner who remains “in arrears” will not be entitled to participate in the affairs and events sponsored by the Association.

#### **Article VI**

##### *Voting Rights*

Section 1: Each member shall have one vote regardless of the number of lots owned. Two or more persons owning a property jointly shall be entitled to only one vote. Associate members shall not have the right to vote or to hold any official position.

Section 2: At all Association meetings Members may vote in person or by proxy.

Section 3: All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven months.

Section 4: Proxy voting for the election of the Board of Directors, except those filed with the Secretary, is prohibited.

Section 5: Cumulative voting for Directors is not allowed.



## **Article VII**

### *Board of Directors*

Section 1: Subject to the provisions of these Bylaws, the property, affairs, and business of the Association shall be controlled and managed by the Board of Directors or its designated person(s). Directors are elected to represent the best interests of the Members. Directors need not be residents of the State of North Carolina. They must be members of the Association.

Section 2: The number of Directors of the Association shall be nine. A regular term of office will be three (3) years. These terms will be staggered so that three Directors will be elected each year to serve a single three-year term. If the sequence of terms is not adhered to, adjustments must be made by the Board to bring about compliance.

Section 3: In case a Director is unable to complete a term of office, a replacement shall be appointed to complete the full term. Each vacancy shall be filled by appointment by the President with approval of the Board. A Director so appointed shall be eligible for nomination and election to a full term upon the expiration of the term the Director was appointed to serve.

Section 4: Terms of office for newly elected Directors shall begin on being elected at the Annual Association Meeting held each year on the third Thursday in September.

Section 5: A Director's service shall be limited to one three-year term. However, after remaining off the Board for one year, a member is again eligible for nomination and if elected, to serve an additional term, after which that Director would again have to be off the Board for a one-year period before being considered again for nomination. This limit on terms shall not apply to the office of President.

Section 6: All Directors shall hold office until the end of their terms or until their sooner resignation, disqualification, or death.

Section 7: The Board of Directors may reimburse Directors for reasonable expenses incurred in carrying out the duties of a Director.

Section 8: An immediate Past President will be an ex-officio member of the Board without a vote, to remain in office until replaced by the next immediate Past President.

## **Article VIII**

### *Election of Directors*

Section 1: The annual election of nominees to become Directors of the Association will be held on the third Thursday of September at the Annual Association Meeting. Voting for Directors shall be governed by Article VI as well as the following:



- (a) Members can be candidates to fill vacant positions on the Board by submitting a petition to the Secretary, signed by at least twenty voting members. This petition must be filed with the Secretary no later than 20 days before the election date.
- (b) At the July POA Board Meeting the President shall submit a list of candidates for the Nominating Committee to the Board of Directors. The Board will approve two names from the list for the committee along with the immediate past President who will act as Chairman. No voting Board member can be on the Nominating Committee.
- (c) The Nominating Committee will submit a list of candidates for election to the Secretary at least 20 days before the election date. This list will be posted on the Association Bulletin Board with the candidate names in alphabetical order. This list will include any nominations that have been made by petition and filed with the Secretary.
- (d) Nominees must have been a member of the Association for a least one year.

Section 2: Should the Nominating Committee decide to nominate one of its members, the one to be nominated must retire from the Committee and be replaced by a member approved by the President.

Section 3: The Annual Election of Directors shall be written by ballot and secret, unless the members present vote to waive such, whereby voting can be a show of hands.

## **Article IX**

### *Officers*

Section 1: The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other Officers as the Board may approve from time to time. Any member in good standing who has been a property owner and resident for one year shall be eligible to be nominated and elected to an officer position. Officers who are not members of the Board of Directors shall be granted the same rights and privileges as members of the Board.

Section 2: The Officers shall be chosen at the Annual Organization Meeting immediately following the Annual Association Meeting. The retiring President presiding will then accept nominations and elect, by simple majority of Directors present, the Officers until the next Annual Association Meeting. The President will be elected to a two-year term while the remaining Officers will be elected to a term of one year. Officers other than the President are eligible to re-nomination and re-election.

Section 3: The President shall preside at all meetings of the Board of Directors and all meetings of the membership. Only the President is authorized to represent the views of the Association to the Board of Avery Development Corporation and all other social, business, legal, and government agencies. The President shall see that the orders and resolutions of the Board are properly implemented. The President shall sign all legal instruments of the Association. In the President's absence, the Board may designate another Officer to have this authority.

The President will submit a letter at least once a year setting forth POA member satisfaction and appreciation to the Avery Board of Development. The letter will also include any significant concerns of the POA.



Section 4: The Vice President shall perform all duties of the President when and if the President has notified the Board of being unable to attend to the business of the Association because of illness, travel, or other responsibilities that prohibit participation in Association activities. The Vice President will have primary responsibilities to the Board for “overview” of all social activities sponsored by the Association. It will be the responsibility of the Vice President to recommend for board approval the Chairman of such activities as (1) The Covered Dish Dinners, (2) Twilight Golf, (3) Hospitality, and any other social activities that might be sponsored by the Association.

Section 5: The Secretary shall record the votes and keep the minutes of all proceedings of the Association. All legal documents related to Association activities will be maintained as a file of record. The Secretary will maintain a record of Mountain Glen property owners by lot number, name, and legal resident address. This information will rely on Avery Development Corporation records. The file will be updated annually. The Secretary will provide a current listing of terms of officers, committees, and a calendar of events of the Association to the Office Manager of Avery Development Corporation. The Secretary shall use and attest the Corporate Seal of the Association.

Section 6: The Treasurer shall have the responsibility for seeing that all monies of the Association are received and deposited in approved bank accounts, and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for a disbursement made in the ordinary course of business conducted within the limits of an operating budget previously adopted by the Board. The Treasurer or the President shall sign all checks of the Association, except as provided, below.

The Treasurer will prepare an Annual Expense Budget for the POA. The budget will be reviewed and approved by the Board of Directors. Such budgeted funds can be dispersed by the Treasurer or President throughout the current fiscal year, without the need for further Board Approval.

The Treasurer shall maintain the nonprofit status of the POA with the IRS by filing the required annual reports and doing such other things as may be required by the IRS.

The Board of Directors shall have the authority to designate alternate Board members as check signers to serve in the absence of the President or Treasurer for disbursements made in the ordinary course of business conducted within the limits of the budget previously adopted by the Board.

## **Article X**

### *Powers and Duties of the Board of Directors*

Section 1: The Board of Directors will exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those retained by the Association Membership by virtue of the Articles of Incorporation, these Bylaws or other applicable law. The Board shall be responsible for taking all action required of it in order to implement these Bylaws.

Section 2: The Board shall appoint and remove, at its pleasure, all officers, agents, and employees of the Association, prescribe their duties, and fix their compensation.



Section 3: The Board may call Special Meetings of the Association Membership if done so in conformance with Article XIII, Section 2. The Board shall call such Special Meetings whenever it deems it to be desirable or in response to a petition signed by ten percent (10%) of the voting Membership, which states the purpose of the meeting.

Section 4: A Director may resign at any time by giving written notice to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time such resignation is received and noted by the Secretary. In the event that any Director ceases to be a Member of the Association, the Board shall declare forthwith the office of said Director to be vacant and noted in the Minutes of the Board Meeting.

Section 5: The Board of Directors shall fix the amount of Association annual dues for each lot and homeowner at least 30 days before the Member is notified that payment is due.

Section 6: It shall be the duty of the Board of Directors to prepare and present to the Members, at least thirty days before the Annual Association Meeting, a report of the status of the Association affairs, including among other things, financial data for the previous year. The Board shall also report on the status of the current year's operating budget and present the proposed budget for the next year.

## **Article XI**

### *Director's Meetings*

Section 1: The Board of Directors shall hold an Annual Organization Meeting immediately following the election of Directors at the Annual Association Meeting on the third Thursday of September, in order to seat the newly elected Directors and elect the Association Officers.

If a new President is to be elected, the outgoing President will chair the meeting for the election of the new President. The newly elected President will then take the chair from the outgoing President to conduct the election of the remaining officers.

The new President will submit in writing to the Secretary a list of Director and Committee Chairman assignments for the following year. This should be done no later than October 1<sup>st</sup>. The Secretary will submit the list of Officers and Committees with the dates of terms to the Avery Development Corporate Office Manager to list in the Directory of Mountain Glen Golf Club Members & Homeowners for the coming year. Note: Article XII, Section 2.

Section 2: The Board of Directors shall hold regular meetings at least once a month during the months of May, June, July, August, and September.

Section 3: Special Meetings of the Directors may be called at any time by the President or any two Directors.

Section 4: A quorum at a meeting of the Board shall consist of a majority of the Directors then in office, except as otherwise expressly provided by law or by these Bylaws. The transaction of any business at



any meeting of the Board shall require the presence of a quorum of the Board. Additionally, the transaction of any business will require the vote of five Members of the Board, or a majority of those present, whichever is greater.

Section 5: Any Member of the Association may attend any meeting of the Board. However, the President should be advised of the intent to attend, with sufficient advance notice so that the Meeting may be scheduled in a room of appropriate size.

Section 6: Informal action taken by the majority of the Directors without a meeting being held is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the Minutes of the proceeding of the Board, whether done before or within a reasonable time after the action is taken.

## **Articles XII**

### *Committees*

Section 1: The Standing Committees of the Association shall be:

- (a) The Building Committee
- (b) The Audit Committee
- (c) The Bylaws Committee
- (d) The Finance Committee
- (e) The Roads Committee
- (f) The Security Committee

together with any other Committees the Board of Directors deems necessary.

Section 2: Shortly after the Annual Organization Meeting held on the third Thursday of September, the President will have a Special Meeting of the Board to approve committee appointments recommended by the President. Each Committee will preferably have three members, including the chairman. When Committee assignments are approved, the Secretary will prepare a list of the current Directors, Officers and Committee Chairmen and members, along with the dates of meetings and events of the Association for the forthcoming year. The list should be submitted to the Office Manager of Avery Development Corporation before October 1<sup>st</sup> and will appear in the Director of Mountain Glen Golf Club Members & Homeowners. Note: Article XI, Section 1(c).

Section 3: The Audit Committee: The Chairman of the Committee shall make periodic reviews, but not less than one annually, of the Association's operations to confirm that adequate procedures are being followed relevant to the Association's finances. The Audit Committee shall report the results of its audit to the Board no later than the scheduled September meeting of the Directors. The report should include any recommendations for needed changes or improvements in the financial budget and accounting practices.

Section 4: The Building Committee: The Chairman of the Committee, if invited, will be a non-voting member of the Avery Development House Plans and Building Committee. The Chairman of the POA Building Committee will keep the POA President fully informed on the decisions to be taken by the Avery



House Plans and Building Committee regarding new construction plans, approvals, any property easements requested, changes in property ownership, zoning variances, and all matters concerning property restrictions at Mountain Glen residence and lots.

Section 5: The Finance Committee: The Chairman of this Committee shall advise the Board of Directors on projected financial requirements to support the activities and programs of the Association. The Committee will prepare one-to-five-year projections for needed capital and operation expenses for projects and jobs at Mountain Glen that have been jointly agreed to with the Directors of the Avery Development Corporation. The Finance Committee will work closely with appropriate members of Avery Development Corporation to understand their financial records and management of expenditures directed to the benefit of Mountain Glen properties, roads, and utilities. The Committee shall monitor expenditures against projections and, on request from the President, report and current or projected variances.

Section 6: The Nominating Committee: The Nominating Committee shall consist of three members, one of whom shall be the immediate Past President, who shall chair the Committee. The other two members shall be chosen by the Board from a list submitted by the President for that purpose. During the year, the Committee should begin to consider members as candidates for the Board. The Chairman shall request of the Secretary a list of vacant Board positions that are to be filled in the Annual Association Meeting. The Committee will select candidates and review these with the Board, determine their willingness to serve, and submit those nominated to the Board for approval. The Secretary will be informed in writing of the approved nominees and proceed to notify the members as required in Article VIII. Section 1 (c).

Section 7: The Roads Committee: The Chairman, if invited, will be a non-voting member of the Avery Development Roads and Street Committee. The Chairman of the POA Roads Committee will keep the POA President fully informed on decisions to be taken by the Avery Developments Roads and Streets Committee to maintain the roads in a safe and good condition throughout the year, as well as the estimated annual costs that will be assessed to the Mountain Glen property owners for these decisions.

Section 8: The Security Committee: The Chairman of this Committee will keep the POA President fully informed on the activities and resources allocated by the Avery Development Corporation to provide reasonable but adequate security and fire protection for the residents and property in Mountain Glen. The Chairman will inform the POA President on the estimated annual costs that will be assessed by Avery Development Corporation to the Mountain Glen property owners for security and fire protection.

### **Article XIII**

#### *Meetings of the Association Members*

Section 1: The Annual Meeting of the Association Membership shall be held at the Mountain Glen Clubhouse on the Third Thursday in September each year at 7:30 PM.

Section 2: Special Meetings of the Membership, for any purpose, may be called at any time by the Board of Directors in accordance with Article X, Section 3.





Section 3: The Secretary shall notify Members about Association Membership Meetings as follows:

- (a) Notices for the Annual and Special Meetings shall be mailed with an agenda, postage prepaid, 10 days in advance of the meeting. Notice for such meetings will also be posted on the Association Bulletin Board at least 10 days before the meeting date.

Section 4: A quorum for the Association Meetings shall be the number of members holding one-tenth of votes entitled to be cast in person or by proxy. The meetings may be recessed from time to time by a majority vote of those present or represented and entitled to vote. At any reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting at which there was not a quorum.

Section 5: Except as otherwise expressly provided by law or these Bylaws, the transaction of any business at meetings of the Association having a quorum present shall be an affirmative majority vote.

#### **Article XIV**

##### *Awards*

In the years of Mountain Glen's existence, there have been a few who have made significant contributions to the community. Bob Shoffner was one of these individuals who gave untiring service to the property owners in assisting Avery Development Corporation with property management. Avery Development Corporation, in recognition of his contributions, generously set aside property dedicated to his memory. This is the "Shoffner Garden."

The POA Board has established a "Shoffner Award" to be given to others, like Bob Shoffner, who have or will devote their efforts over a number of years to serve the members of the Mountain Glen Property Owners Association. It is not an annual award and will only be given when it is judged that there is a deserving individual.

The Awards Committee will grant the award when they determine that there is a person to be honored. The Awards Committee will have as members all Past Presidents who have served full terms as President of the Mountain Glen POA or any predecessor Mountain Glen homeowners groups. All Past Presidents of the Committee must be current Mountain Glen property owners. The Committee will be chaired by the Past President with the longest tenure.

The individuals selected to receive the Shoffner Award can be alive or deceased. They need not be a current Mountain Glen property owner.

The recipient of the Shoffner Award will be recognized with his or her name and years as a Mountain Glen resident on a metal placard attached to a large stone at Shoffner Garden. There will be a reception held at the Shoffner Garden to honor the individual(s) receiving the award.



## **Article XV**

### *Amendments*

Section 1: Except as prescribed by the Association's Articles of Incorporation or by applicable law, these Bylaws may be amended at a Special or Annual Meeting of the Association Membership. Amendments shall require a two-thirds majority vote of a quorum comprised of Members entitled to vote, present or represented by proxy.

Section 2: After consultation with the Board of Directors the Bylaws committee may make any proposals for changes in the Bylaws that it considers desirable.

Section 3: The proposed changes that may arise as indicated in the preceding Sections shall be sent by direct mail to the Association's Membership at least thirty days prior to the Annual or Special Meeting called for that purpose.