

## Duck Ridge Shores Civic League By-Laws

BY-LAWS OF THE  
DUCK RIDGE SHORES CIVIC LEAGUE, INC.  
(Approved 9/17/16)

### -ARTICLE I ARTICLES OF INCORPORATION

Sec.1-1. Duck Ridge Shores Civic League, Inc. (DRSCL) was incorporated in 1981 as a non-profit corporation under the laws of the state of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act."

Sec. 1-2 The DRSCL is a not-for-profit, non-commercial, non-partisan and non-sectarian organization. In its operations, it shall not practice nor allow to be practiced any form of discrimination based upon age, race, color, creed, sex, sexual orientation, familial status or national origin of any person or persons.

Sec. 1-3 No part of the net earnings of the organization shall inure to the benefit of its members, Directors, Officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the exempt purposes of the organization.

### ARTICLE II PURPOSES

Sec. 2-1 The general purpose of the DRSCL is to promote the interests and welfare of its members and of the owners of the property located in Duck Ridge Shores (DRS).

Sec. 2-2 To provide for the beautification, improvement, and maintenance of communal areas of Duck Ridge Shores.

Sec. 2-3 To build and/or maintain a crosswalk over the dune to the beach.

Sec. 2-4 To beautify and maintain the entrance to DRS.

Sec. 2-5 To inform its members about events, developments, forecasts, and issues that might be of interest to them.

Sec. 2-6 To promote unity of purpose and harmonious relations among the property owners and residents of Duck Ridge Shores.

Sec. 2-7 To promote the welfare and progress of DRS.

Sec. 2-8 To provide for the indemnification of and maintain liability insurance for its officers and directors.

Sec. 2-9 To determine and collect annual dues for membership in DRSCl with dues collected supporting operational expenses of the organization.

Sec. 2-10 To collect fees for services made available to members.

Sec. 2-11 To impose special assessments for common expenses from voting members and to collect such assessments as outlined in Section 3-4.

### ARTICLE III MEMBERSHIP, DUES AND VOTING RIGHTS

Sec. 3-1 All owners of property in the subdivision of Duck Ridge Shores are eligible for full membership with voting rights. Property owners renting to long term lessees within DRS may option their participation on committees and /or their proxy vote to their long-term lessees through notification to the Board of Directors.

Sec. 3-2 Members are subject to the payment of annual dues, as designated by the Board of Directors and will cover the time period January 1 to December 31. The amount charged will be the same for each on a per property basis, whether the property is owned or rented, developed or undeveloped. Members who own more than one property will pay the stated amount for each property owned. The Board of Directors will determine the dues amount to be charged on an annual basis for a property owned in DRS.

Sec. 3-3 The billing notice for the coming year's dues will be mailed by January 31 with dues for the calendar year to be paid by the last day of March, with a grace period until May 1 before dues are considered delinquent. A member delinquent in the payment of annual dues, fees and/or special assessments for the common expenses as stated in the Purpose shall have their membership suspended. Once delinquent, a member may not vote on any matters pertaining to DRSCl until past annual dues, fees and/or special assessments are paid, to the maximum of two years.

Sec. 3-4 The Board of Directors may, at times, impose special assessments to pay for the significant expenses, improvements or replacement to the common areas of the Duck Ridge Shores neighborhood. The Board of Directors will proceed with an assessment when, after presenting the assessment to the membership by appropriate means, entertaining discussion, and clarifying questions, there is a fifty per cent (50%) membership vote for approval of the assessment.

Sec. 3-5 A voting member not delinquent in the payment of annual dues, fees and/or special assessments is a member in good standing, and shall have one (1) vote for each piece of property owned in Duck Ridge Shores.

Sec. 3-6 When a property is owned as tenants in common or by tenants in the entirety or as joint tenants, said tenants may determine among themselves how the vote they are entitled to shall be cast and shall designate one (1) member of the ownership of said property to vote.

Sec. 3-7 Members in good standing may attend any meeting of the DRSC. Members in good standing may nominate and vote for Officers and Directors, serve as an Officer or Director and vote on matters pertaining to the operation of DRSC. Votes may be cast in person or by proxy. A member in good standing may designate any other member in good standing or their long term lessee to act as proxy. The designation of any such proxy shall be made in writing signed by the member and received by DRSC by the scheduled annual meeting or brought to the DRSC annual meeting. The proxy shall be revocable at any time by written notice to DRSC by the member designating the proxy. The proxy holds until the vote(s) are cast at the dated meeting.

Sec. 3-8 The membership year of DRSC shall be from January 1 to December 31; however property owners may be admitted to membership at any time. There will be no proration of dues.

#### ARTICLE IV OFFICERS, BOARD OF DIRECTORS AND THEIR ELECTION

Sec. 4-1 The Board of Directors of DRSC shall consist of seven (7) Officers and Directors. The Officers of DRSC will be a President, Vice President, Secretary and Treasurer all of whom shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time create by resolution. The Officers will be elected for a two year term, from January 1 to December 31, on the same ballot as the Directors. No member can simultaneously hold more than one Officer Position on the Board of Directors.

Sec. 4-2 The Board of Directors will also include three (3) Directors, each elected for a term of three (3) years. If a vacancy occurs for a Director before the end of his/her term, the President shall appoint a member to serve for the remainder of the calendar year. A vacancy of an Officer will be filled by the Board for the remainder of the unexpired term.

Sec. 4-3 The Officers and Directors shall be elected at the annual meeting. Candidates for Officers and Directors of the Board must be consenting, and members in good standing of the DRSC. They must be willing and able to carry out the duties of their respective roles.

Sec. 4-4 Members may vote to remove an Officer or Director with cause by a two-thirds (2/3) vote at a meeting with a quorum present.

Sec. 4-5 Nominations for Officers and Directors shall be made by and to a nominations committee. The nominations committee will consist of three members:

one Director or Officer of the Board of Directors and two members in good standing from the general membership. The President of DRSCCL will make these appointments to the nominations committee. The nominations committee shall develop a slate of nominees with no more than two (2) names for each Officer or Director, to be presented to the membership. Nominations may also be made from members and sent, by electronic mail or in writing to the DRSCCL Board of Directors postmarked no later than thirty (30) days prior to the annual meeting. These nominations must be of DRSCCL members in good standing who have consented to the nomination. All nominations shall be included on the ballot sent to members in good standing. The ballot shall contain the names of all candidates listed equally. Nominations may be made from the floor if the nominee is a member in good standing who has consented to the nomination.

Sec. 4-6 Fifty per cent (50%) of the votes cast at the annual meeting shall elect each Officer and Board member. Votes cast include votes by members present and votes by absentee ballot or by proxy. Votes will be recorded.

#### ARTICLE V OFFICERS AND THEIR DUTIES

Sec. 5-1 The President shall preside at all meetings of the DRSCCL and all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall perform such duties as may be prescribed in the by-laws or assigned by DRSCCL; and shall co-sign all checks in excess of \$500. He/she shall sign or authorize the signature on all official correspondence. The President and Board of Directors shall not authorize any expenditures exceeding \$10,000 without approval of fifty per cent (50%) of the membership in good standing. The President will keep DRSCCL incorporation status current, under the "Non-Profit Corporation Act."

Sec. 5-2 The Vice President shall act in the place of the President in the event of his/her absence or incapacity. He/she shall have the responsibility for carrying out whatever assignments, duties or responsibilities are delegated to him/her by the President.

Sec. 5-3 The Secretary shall record the votes and keep the minutes of all meetings and proceedings of DRSCCL and the Board of Directors; have a copy of approved by-laws and an updated membership list at all meetings, and conduct the general correspondence of DRSCCL as directed by DRSCCL or the Board of Directors. The Secretary shall keep up to date records showing the members of DRSCCL together with their current addresses and email addresses.

Sec. 5-4 The Treasurer shall receive and deposit in a local bank all monies of DRSCCL in the name of Duck Ridge Shores Civic League; disburse such funds as directed by resolution of DRSCCL or the Board of Directors; co-sign all checks in excess of \$500 with the President of DRSCCL; keep appropriate books of accounts for both the operations account and for the reserve fund; pay any funds in accordance with the approved budget as authorized by DRSCCL; present a financial statement at the annual

meeting and other times when requested by the Board; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members. The Treasurer shall maintain records of dues and/or assessments of those who are delinquent, the dates of notices sent to that effect and what action was taken.

Sec. 5-5 Accounts shall be examined annually by an auditor or auditing committee appointed by the President and when satisfied that the financial records are in order, shall sign a statement to that fact.

#### ARTICLE VI BOARD OF DIRECTORS

Sec. 6-1 The Officers, Directors and other volunteers working in a non-paid capacity shall not be liable to DRSCl or to the members for any mistakes of judgment, negligence, or otherwise except for their own individual willful misconduct, criminal act or bad faith.

Sec. 6-2 The Board shall transact necessary business in intervals between meetings of the DRSCl, shall report to DRSCl members at the annual meeting and at other times; when deemed necessary; shall send reports to the membership; shall perform all other duties as prescribed in these by-laws or as directed by the membership. The members of the Board shall serve without compensation.

Sec. 6-3 The Officers and Directors shall meet at a time and place to be determined by the Board; meetings shall be open to members of DRSCl in good standing. Notice shall be given

to the membership at least thirty (30) days prior to the meeting, except in cases of emergency. The Board shall not meet without the President or Vice President present at the meeting. There shall be at least two (2) Board meetings per year.

Sec. 6-4 The Board of Directors of the DRSCl may accept contributions to mark as a memorial/remembrance in connection with the various places in Duck Ridge Shores for which the organization has upkeep responsibility. The Board may allow, with its approval a plaque or similar symbol as a simple expression of remembrance consistent with the place and setting of the area.

#### ARTICLE VII MEETINGS

Sec. 7-1 An annual meeting will be held between the first weekend of September and the first weekend of December at a time and place to be determined by the Board of Directors.

Sec. 7-2 The President or a majority of the Board of Directors or property owners representing 20% of the members of DRSCl may call special meetings.

Sec. 7-3 Notice of the annual meetings and special meetings will be sent to the membership at least thirty (30) days prior to the meeting date, except in emergency situations.

Sec. 7-4 A quorum is present throughout a meeting of DRSCl if persons entitled to cast 50% of the votes that may be cast are present or represented by proxy.

Sec. 7-5 A quorum for a Board of Directors meeting is deemed present if at least four board members attend in person or by technology throughout the entire meeting. A quorum must be present in order to conduct business.

#### ARTICLE VIII FISCAL YEAR

Sec. 8-1 The fiscal year of the DRSCl shall be from January 1 to December 31.

#### ARTICLE IX COMMITTEES

Sec. 9-1 Special committees may be appointed by the President and/or Directors as deemed necessary to carry on the work of DRSCl.

#### ARTICLE X PARLIAMENTARY AUTHORITY

Sec. 10-1 Robert's Rules of Order shall govern DRSCl meetings in all cases in which they are applicable and in which they are not in conflict with these by-laws, unless waived by a motion passed by those in attendance.

#### ARTICLE XI AMENDMENTS

Sec. 11-1 These by-laws may be amended or repealed in whole or in part by a majority of those members' votes cast at a meeting called for such purpose, provided notice shall have been sent at least thirty (30) days prior to the date of the meeting and shall include those votes made by absentee ballot or by proxy.