

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**HERON COVE OF OAK ISLAND HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME OF ASSOCIATION**

This Association shall be known as **Heron Cove of Oak Island Homeowners Association, Inc.**

**ARTICLE II**

**OFFICES**

- Sec. 1.** The principal office of the corporation shall be located at such place as the Board of Directors may fix from time to time.
- Sec. 2.** The Association may have such other office within or without the State of North Carolina, at such other place or places as the Board of Directors may from time to time designate or as the business of the Association may require.

**ARTICLE III**

**DEFINITIONS**

**Sec. 1 ASSOCIATION or CORPORATION**

**Heron Cove of Oak Island Homeowners Association, Inc.** a non-profit corporation, its successors and assigns.

**Sec. 2 ASSOCIATION PROPERTY**

Is the Townhouse Property as defined in the Declaration including all rights, privileges, easements and appurtenances belonging to or in any way pertaining to said real estate, and further including at the appropriate time, any real estate as may be obtained by the Association and/or under the jurisdiction of the Association.

**Sec. 3 BYLAWS**

These Bylaws of Heron Cove of Oak Island Homeowners Association, Inc.

**Sec. 4 COMMON ELEMENTS**

Prepared by: The Board of Directors of Heron Cove of Oak Island Homeowners Association, Inc. 7000 East Yacht Dr, B3, Oak Island, NC 28465.

All portions of the Association Property (for the avoidance of doubt, excluding the Townhouse structures/units), including, but not limited to, all roadways, entryway, retention pond, timber crossings, docks; boardwalks, gazebos; and pathway to the gazebo.

**Sec. 5 COMMON EXPENSES**

Expenditures made for liabilities incurred by or on behalf of the Association together with any allocations to reserve, including, but not limited to, any and all utility bills that service any of the Common Areas (as defined in the Declaration) within the Association Property and the Association's responsibilities with respect to the exteriors of the Individual Units.

**Sec. 6 DECLARANT**

The Association, with its principal place of business being located in Brunswick County North Carolina, its successors and/or assigns.

**Sec. 7 DECLARATION**

The then current Amended and Restated Declaration of Covenants and Restrictions.

**Sec. 8 OWNER**

See Townhouse Owner

**Sec. 9 UNIT or INDIVIDUAL UNIT**

Each separate Townhouse structure/unit location on the Association Property, identified as Building 700A Units 1 through 3 and Building 700B Units 1 through 3 as set forth in the Declaration.

**Sec. 10 TOWNHOUSE OWNER**

Is the Townhouse Owner or Owner as defined in the Declaration.

**Sec. 11 MEMBER**

Those persons as defined as Members in the Declaration.

**ARTICLE IV.**

**BOARD OF DIRECTORS**

**Sec. 1 General Powers**

The management of all the affairs, property and business of the Association shall be vested in the Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, the Declaration or the Bylaws.

**Sec. 2 Number, Tenure and Qualifications**

The number of directors of the Association shall not be less than two (2) persons nor more than six (6) as may be fixed or changed from time to time by unanimous vote of the Townhouses (each Townhouse having only one vote, regardless of the number of Owners of such Townhouse, as more fully described in the Declaration). The Directors need not be residents of the State of North Carolina, Owners or Members.

**Sec. 3 Election**

The directors shall be those persons who receive the highest number of votes of the Townhouses until all slots are filled. Each director shall serve until he/she resigns, dies, is voted out by a simple majority vote of the Townhouses or is replaced by another person receiving a higher number of votes of the Townhouses. No more than once per year, any Owner may call for a vote to elect directors. Notwithstanding the foregoing, at any time if 5/6ths of the Townhouses call for a vote to vote out a director and a simple majority of the Townhouses vote in favor of voting out a director, such director shall no longer be a director and a new director may be elected as set forth in this Article IV.

**Sec. 4 Term of Directors.**

Each director shall hold office until such director resigns, dies or is voted out or voted to be replaced as set forth in this Article IV.

**Sec. 5 Powers**

The Board of Directors shall have the powers as set forth in the Declaration.

**Sec. 6 Duties**

The Board of Directors shall have the duties as set forth in the Declaration.

**ARTICLE V**

**ASSESSMENTS**

Assessments will be made as set forth in the Declaration.

**ARTICLE VI**

**MEETING OF MEMBERS**

**Sec. 1 Meetings**

Meetings of Members are not required. Meetings may be called and held as set forth in the Declaration.

**Sec. 2 Notice of Meetings**

Notice of meetings shall be as set forth in the Declaration.

**Sec. 3 Quorum**

A quorum shall be as set forth in the Declaration.

**Sec. 4 Proxies**

A proxy to vote may be given as set forth in the Declaration.

**Sec. 5 Voting**

The voting process, procedure and count shall be as set forth in the Declaration.

**ARTICLE VII**

**MEETINGS OF DIRECTORS**

**Sec. 1 Regular Meetings**

Formal regular meetings of the Board of Directors are not required, except as otherwise required by law. The Board of Directors may meet as set forth in the Declaration. Notwithstanding the forgoing, the Board of Directors shall stay in communication with each other as is reasonable to properly perform its duties as set forth in the Declaration and shall meet (as permitted by the Declaration) if deemed necessary under the circumstances.

**Sec. 2 Notice of Meetings.**

Notice of meetings shall be as set forth in the Declaration.

**Sec. 3 Quorum.**

A majority of the number of directors fixed as set forth in these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, or if no number is so fixed, a majority of directors in office immediately before the meeting begins shall constitute a quorum.

**Sec. 4 Voting.**

Except as otherwise stated in the Declaration or Articles of Incorporation, only a simple majority vote of the directors' present at a meeting at which a quorum is present is required for the Board of Directors to take any action.

**Sec. 5. Action Without Meeting.**

Action required or permitted to be taken by the Board of Directors may be taken without a meeting as set forth in the Declaration.

**ARTILCLE VIII.**

**OFFICERS**

**Sec. 1 Officers of the Corporation.**

At minimum, the officers of the corporation shall consist of a President, a Secretary, and a Treasurer. Additional officers may be added by vote of the Townhouses as set forth

in the above Article IV. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where the action of two or more officers is required.

**Sec. 2 Appointment, Term and Termination.**

The appointment, term and termination of officers and Directors shall be as set forth in the above Article IV.

**Sec. 3 Board Authority.**

The Board of Directors' authorities shall be as set forth in the Declaration.

**Sec. 4 Compensation of Officers.**

There shall be no compensation of any officer or member of the Board of Directors unless unanimously agreed upon by vote of the Townhouses. The appointment of an officer does not itself create contract rights.

**Sect. 5 President.**

The President shall follow the applicable legal requirements, duties and perform the obligations and the requirements, duties and obligations set forth in the Declaration. The President shall also be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the Members or the Board of Directors.

**Sec. 6 Other Officers.**

In the absence of the President or in the event of his/her death, inability or refusal to act, the Officers in their order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

**Sec. 7 Secretary.**

The Secretary shall (i) keep appropriate records of meetings and votes; (ii) follow applicable legal requirements; and (iii) perform the requirements, duties and obligations set forth in the Declaration.

**Sec. 8 Treasurer.**

The Treasurer shall (i) keep appropriate records of accounting; (ii) follow applicable legal requirements; and (iii) perform the requirements, duties and obligations set forth in the Declaration.

**ARTICLE IX.**

**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

The Board of Directors may take such actions as are required by law or as authorized in the Declaration.

## **ARTICLE X. INDEMNIFICATION**

### **Sec. 1. Right to Indemnification.**

Any person who at any time serves or has served as an officer or director of the corporation shall be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him/her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he/she may have become liable in any such action, suit or proceeding.

### **Sec. 2 Payment of Indemnification.**

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by these Bylaws, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to him/her. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation.

### **Sec. 3 Binding and Nonexclusive.**

Any person who at any time after the adoption of these Bylaws serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.

## **ARTICLE XI. GENERAL PROVISIONS**

### **Sec. 1 Distributions and Compensation.**

The Board of Directors may from time to time authorize distributions from the common surplus held by the Association pro-rata by Townhouse unit to the Owners, unless a simple majority of the Townhouses vote to object to such distribution or such distribution is not permitted by applicable law.

**Sec. 2 Fiscal Year.**

The fiscal year of the corporation shall be fixed by the Board of Directors.

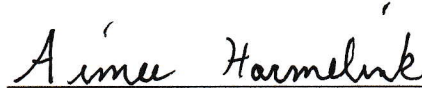
**Sec. 3 Amendments.**

These Bylaws may be amended solely by a unanimous vote of the Townhouses.

**Sec. 4 Definitions.**

Unless otherwise defined in these Bylaws, the Declaration or the Articles of Incorporation, terms used in these Bylaws shall have the meanings assigned to them in the North Carolina Business Corporation Act to the extent defined therein.

**These Bylaws adopted this the 24<sup>th</sup> day of January, 2023 and effective as of said date.**



**Heron Cove of Oak Island Homeowners**

**Association, Inc.**

By: Aimee Harmelink in her capacity as Secretary  
of the Board of Directors, and not in her personal capacity.