

# **Springdale Estates Association By-Laws**

**Amended 2018**

## **Article I**

### **SECTION A. Name**

The name of this organization shall be the Springdale Estates Association (SEA). This Association was incorporated in the State of North Carolina on December 6, 1974, and holds a tax-exempt status. The SEA is a voluntary organization.

### **SECTION B. Definition of Springdale Estates**

Springdale Estates is all permanent lots, not counting common property, located on O'Neal Road, East Northeast of Leesville Road, and all connecting streets, Evergreen Court, as well as Two Courts Drive on the West Southwest of Leesville Road in Wake County.

## **Article II**

The objectives of the SEA shall be:

1. To unite the influence and endeavors of the members in an effort to promote legislative, civic, educational, and social measures that are conducive to the welfare and protection of the members.
2. To influence the protection of collective and individual property rights and promote civic interests of all persons owning property in Springdale Estates.
3. To cooperate with and aid the members of the SEA in the enforcement of such conditions, covenants, and restrictions on their property as are now in force.
4. To counsel with any appropriate governmental body, including, but not limited to, the Wake County Planning Commission, Wake County Commissioners, Raleigh City Council, and the City of Raleigh Board of Adjustment, in relation to any and all acts that may affect any portion of any property within the confines of Springdale Estates.

5. To influence the owners of all occupied, vacant and improved lots and plots now existing, or that hereafter shall exist, in the subdivision in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the subdivision and to the value of the improved property therein, and to take action with reference to such occupied, vacant, and unimproved lots and plots as may be necessary or desirable to keep them from becoming a nuisance and detriment.

### **Article III**

#### **SECTION A. MEMBERSHIP**

The owner(s) of record of a lot are collectively eligible for membership in the SEA. No owner(s) shall have more than one membership. Membership is restricted to owner(s) whose dues are paid in full.

#### **SECTION B. VOTING – SEA Meetings**

1. Voting and participation privileges at SEA meetings shall be restricted to paid-in-full members of Springdale Estates. One vote per household is allowed. The vote may be fractionalized, at the option of the household.
2. Ten percent of the paid-in-full members shall constitute a quorum. These members may be present in person or by proxy.
3. The president, or presiding officer, with the concurrence of a majority of the Board of Directors present, may table discussion on any matter prior to the vote being taken, for the purpose of further study to determine the merits of the matter.
4. The Board of Directors shall be required to establish and maintain a procedure to enable the membership to vote by proxy. Proxy may be enacted electronically or by paper copy as established by the SEA Board.

#### **SECTION C. DUES**

1. The annual dues shall be set by the Board of Directors and approved by a quorum at the annual meeting.
2. Dues are payable in advance on or before February 1, or at such time as directed by the Board of Directors.

3. When any member shall be in default in the payment of dues for a period of sixty (60) days from the date on which such dues become payable, that member, for purposes of voting, shall not be considered as a member in good standing.
4. Dues for new owners of record with less than six (6) months remaining in the current year shall be one-half of regular dues.

#### **SECTION D. MEETINGS**

1. The annual meeting of the SEA shall be held in the month of November of each year on a day to be specified by the Board of Directors.
2. Special meetings may be called by the Board of Directors, or upon written request of twenty-five percent of paid in full members.
3. Notice of annual meetings shall be provided two weeks in advance to membership via announcement posted on SEA's website, at such place and hour as may be fixed by the President or by resolution of the Board. Notice of special meetings shall be posted on SEA's website. Each posting shall include a proposed agenda for the upcoming meeting. In addition to the SEA website, if possible and practicable, electronic notification, such as e-mail, shall be made.

### **Article IV**

#### **SECTION A. BOARD OF DIRECTORS – DEFINITION**

The President, Vice-President, Secretary, Treasurer, and Area Directors shall comprise the Board of Directors (Board). Each Area Director shall live in and represent a designated "Section." There shall be five "Sections," or "Areas," each representing approximately one-fifth of Springdale Estates, as shown on the attached "Areas" map.

The affairs of the SEA shall be managed by the Board of Directors.

#### **SECTION B. ELECTION**

All elections for the Board of Directors shall be held at the SEA annual meeting in November. In the event an election is not held, the Board shall call a special meeting as soon as possible to hold elections to fill any vacant positions. In the event there is no quorum at the annual meeting, The Board may designate

an alternative date for an election(s). Quorum for an election shall be met when the number of votes cast meets the 10% membership threshold. Elections may be held as the only meeting item. Directors will be elected for a term of two (2) years. All terms shall begin on January 1<sup>st</sup> following the November election. In the event an election is held when the term starts after January 1<sup>st</sup>, that term shall end as if the term had begun on January 1<sup>st</sup>.

### **SECTION C. VACANCY**

Any Board of Directors member may be removed from the Board, with or without cause, by a majority vote by the membership present at a meeting of the Association. In the event of death, resignation or removal of a board member, the successor shall be elected by the remaining members of the board and shall serve the unexpired term of his predecessor. The successor to the replaced Area Director member shall be from the same designated section of Springdale Estates.

### **SECTION D. BOARD MEETINGS**

Regular board meetings shall be held quarterly, with notice, and open to all Association members. SEA members shall have the opportunity to be heard on issues concerning the Association. The Board shall establish procedures for general membership to address the Board on issues concerning the SEA. These rules shall be in writing and available to all SEA members.

A member of the Board who will be absent from a regular Board meeting may appoint a resident of the area they reside in to represent them at the meeting they will miss. At least 24 hours written notice, which may be by email, shall be sent to the current president as notice of the substitution.

#### **Posting of Minutes**

Minutes of all Annual, Board of Director, and special meetings shall be available to association members. The minutes shall be posted to SEA's website within 60 days following each meeting.

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two board members, after not less than 10 days notice to each board member.

## **SECTION E. ACTION TAKEN WITHOUT A MEETING**

The Board shall have a right to take any action falling under its duties in the bylaws in the absence of a meeting which they could take at a meeting by obtaining written approval of 66% of the board members. This approval may be obtained electronically (such as e-mail). All Board members must be notified of any proposed action.

## **SECTION F. QUORUM**

A Majority of the number of board members shall constitute a quorum to transact business.

## **SECTION G. BOARD OVERRULED**

The board shall be overruled on any decision or act by majority vote of the membership at an annual or special meeting

## **SECTION H. DUTIES OF THE BOARD OF DIRECTORS**

It shall be the duty of Board to:

1. Transact necessary business between regular board meetings.
2. Appoint members to the Standing Committees to carry on activities of the Association, Monitor the Committees to ensure to be sure they serve the members of the Association.
3. Approve and commit financial transactions within the guidelines of the established budget.
4. Approve and commit financial transactions not included in the established budget shall be no greater than 10% of cash revenues (cash on hand) or \$6,000, in total, within the calendar year with 75% board approval. These transactions shall be reported to the SEA membership within 30 days of approval, via its website and, if possible and practicable, electronically.
5. Oversee care of the common areas within the community.

6. Publish the nominees for the Board of Directors and present a proposed annual budget 10 days prior to the annual meeting.
7. Appoint block captains.
8. Prepare an annual budget.

## **ARTICLE V**

### **SECTION A. BOARD OF DIRECTORS: ELECTION AND TERM OF OFFICE**

1. The Association shall elect biennially a President, Vice President, Secretary, Treasurer, and five (5) Area Directors.
2. All Board members shall be members of the Association. They shall serve for a terms of two years following their election by the membership.
3. No board member shall serve more than two (2) consecutive terms in the same office.
4. Nomination for election of Board members shall be made by any SEA member 10 days prior to the annual meeting. Nominations shall be published prior to the annual meeting. Nominations may be made from the floor at the annual meeting.
5. A Nominating Committee may be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting.

### **SECTION B. DUTIES OF THE OFFICERS**

The duties of the officers are as follows:

1. **President**: The President shall preside at all meetings of the Association and the Board, shall exercise general supervision of the affairs and activates of the Association, and shall serve as a member ex-officio of all committees.
2. **Vice-President**: The Vice President shall assume the duties of the President during his or her absence.
3. **Secretary**: The Secretary shall keep all the minutes of all Association and Board meetings which shall be accurate and official record of all business transacted. The Secretary shall be the custodian of all Association correspondence.

4. **Treasurer**: The Treasurer shall receive all Association funds; deposit same in a bank approved by the Board, and pay monies as required in the transaction of Board business. The Treasurer shall record the above transactions and provide a financial statement to the meetings of the Board of Directors.

## **ARTICLE VI Standing Committees**

The Association shall have the following Standing Committees to be appointed in accordance with the provisions of the by-laws of the Board:

1. **Membership** – The Membership Committee shall be composed of a Chairman and the Block Captains and shall be responsible for welcoming new homeowners to Springdale, explaining the functions of the Association to them and managing the annual membership drive.
2. **Social** – The Social Committee shall be responsible for serving refreshments at the annual meeting and for planning social activities that involve the entire community.
3. **Directory** – The Directory Committee shall be responsible for preparing and publishing a telephone directory of and for residents of Springdale Estates.
4. **Property** – The Property Committee shall be responsible for the management, maintenance and beautification of the property owned by the Association.
5. **Architectural Committee** - The Architectural Committee shall be responsible for the approval or rejection of any residence, property improvements, additions or alterations, as outlined in the Springdale Estates Restrictive Covenants. Any approval by the Architectural Committee shall mean the SEA shall support the improvement with any governmental body. It also means it will not support any action against the improvement.

In addition, the Board shall appoint such other committees as deemed appropriate in carrying out the purposes of the Association.

## **ARTICLE VII**

The rules contained in Roberts Rules of Order Revised shall govern the SEA in cases where they are applicable and do not conflict with these by-laws.

## **ARTICLE VIII: AMENDING AND REVISING BYLAWS**

These by-laws may be amended by a majority vote of the membership at any special or annual meeting of the Association at which at least twenty-five (25) percent of the paid-in-full members are present in person or by proxy. The amendment shall be submitted in writing at a previous board or association meeting and published to the membership at least 10 days prior to the meeting at which the vote is to be taken. Publishing can be done electronically, or in print, as determined by the Board.

In the event the approval of By-Law revision or amendment, is the only business item, then the vote may be treated the same as a meeting in which an election is held. Quorum will be met when the number of votes meet the 25% threshold.

This approval may be obtained electronically (such as e-mail). All Board members must be notified of any proposed action.

