

# **BY-LAWS OF GILLETTE WOODS ASSOCIATION**

Amended and Adopted November 13, 2024

## **HISTORIC BACKGROUND**

Although property Deed references to "Gillette Woods" date back to January, 1926, the Gillette Woods Association was formalized on November 28, 1945 ..."To protect and promote the interests of owners of property in the tract known as Gillette Woods." In December, 1978, the Organization was Incorporated and Covenants & Restrictions were published covering the then present owners and any future owners of lots in the Subdivision. These Protective Covenants and Restrictions were duly recorded in the office of the Register of Deeds for Polk County and went into effect on January 1, 1979. The objectives and purposes of the Association have been consistently maintained since its founding.

## **ARTICLE 1- PURPOSES OF ASSOCIATION**

Gillette Woods Association, Inc. has been established as a not-for-profit organization and functions for the purpose of administering and enforcing the Covenants and Restrictions of Gillette Woods Association, Inc. as published on December 4, 1978, together with subsequent conditions, restrictions, regulations, licenses, easements, liens or charges for the support and benefit of Gillette Woods residents and/or property owners. In addition, the Association serves as a way for Gillette Woods Residents to communicate, socialize, and generally enjoy the ambience of Gillette Woods.

## **ARTICLE 2- MEMBERSHIP OF ASSOCIATION**

SECTION 1- Members are the owner(s), whether a person, firm or corporation, of each residential unit or lot located within that area located in Polk County, North Carolina, commonly known as Gillette Woods and as shown on the map published by Gillette Woods, Inc., dated January, 1962 and recorded in the Office of the Register of Deeds for Polk County. This incorporates the Overlook Section, Thousand Pines Section, Piney Ridge Section, Glen Walden Section, Upper Crest Section, and Mountain Park Section. In addition, members may be the owner(s) of living units or lots adjacent to Gillette Woods proper as described above, but not included therein, who shall apply for membership and subject their property to the Covenants of Gillette Woods.

SECTION 2- Where more than one person is the owner of a House or Lot, all such co-owners shall be permitted to enjoy membership, but this will result in them holding a fractional membership or interest, corresponding to the number of owners involved.

SECTION 3- Voting members are active certificate holders who shall have paid their current annual dues. They are entitled to one vote on any matters submitted to a vote of the active members. Such vote may be cast by one of the parties named in the certificate of membership or, if a membership certificate shows the name of more than one party, the one vote would be divided equally among those named in the membership. However, in no event shall any member hold more than one membership or have more than one vote regardless of the number of living units or lots owned.

#### ARTICLE III- MEETING OF MEMBERSHIP

There shall be an Annual Meeting of the membership, to be held at such time and place as may be designated by the Board of Directors of the Association, for the purpose of electing new Directors, the dissemination of information, and the transaction of any business required for the operation of the Association.

#### ARTICLE IV- FINANCES AND ASSESSMENTS

SECTION 1- The Fiscal Year runs from June 1 through May 31.

SECTION 2- Annual dues will be determined by the Board of Directors and will be payable to the Association by each member. Only active, dues-paying members shall be entitled to vote on the affairs of the Association.

SECTION 3 - Special assessments may be necessary from time to time, but the reason for such assessments must be set forth in writing at least ten (10) days before the Annual Meeting, or the meeting at which the assessment is to be voted upon. Ratification of the assessment requires approval by two-thirds of the active members attending the meeting.

#### ARTICLE V- OFFICERS AND DIRECTORS

SECTION 1- The affairs of the corporation shall be the responsibility of an elected Board of Directors which is the Governing Body of the Gillette Woods Association. Directors shall be comprised of active Association Members.

The number of Directors shall be a minimum of four (4) and maximum of eleven (11) people.

SECTION 2- The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. Officers may hold multiple roles if necessary, except for the Treasurer, who shall not hold any other role.

SECTION 3- Together, the officers of the Association shall comprise the Executive Committee, so that planning, policy and issues before the Association can be discussed when

the full Board cannot be assembled. Thus the Executive Committee can save time of the full Board by formulating matters in a clear and presentable fashion for eventual discussion and approval by the full Board of Directors. While the Executive Committee has the power to conduct routine business of the Association, their decisions will be subject to the majority vote of the Board.

SECTION 4- Officers of the Association shall be elected from among the Directors by the Directors immediately following the Annual Meeting, or as soon after the meeting as possible.

## ARTICLE VI- NOMINATION AND TERMS OF DIRECTORS

SECTION 1- A Nominating Committee may be appointed by the President in April to prepare a slate for vacancies on the Board of Directors. The Committee may consist of three (3) active members at large who are not currently serving on the Board of Directors. However, at least one of the Committee members must have served on the Board in the past and all must be knowledgeable about the affairs of the Association.

SECTION 2- Resulting nominations shall be sent to all of the Association members, including non-active members, together with notice of the Annual Meeting. Nominations may also come from the floor at the Annual Meeting itself, naming persons who have expressed interest in serving as a Director and who have agreed in advance to have their names presented.

SECTION 3- Any nominations from the floor will cause a special committee consisting of the President (or presiding officer at the Meeting), the Vice President and the Secretary or Treasurer to hold a secret written ballot to determine the will of those active members attending the Annual Meeting and the resulting Directors thus elected will be made public after the ballot has been completed.

SECTION 4- The Term of office for newly appointed Directors shall be three (3) years. Renomination of officers and/or Directors at the conclusion of terms is permissible, but their election will be limited to two succeeding terms of three years. Officers and/or Directors may resign upon written notification to the President or Secretary of the Association. Removal of an officer or Director (with or without cause) can be accomplished through an affirmative vote by a two-thirds (2/3) majority of the Board of Directors.

SECTION 5- In the event of vacancies on the Board of Directors caused by removal(s) or resignation(s) during the year, successor Directors shall be designated by the remaining Directors.

SECTION 6- At either regular Board meetings, or special meetings that may be called by the President, a quorum shall consist of a majority of the total number of Directors. Non attending Directors may approve any business that needs to be transacted by phone in the

event a quorum is not present, Otherwise, actions must be postponed until a subsequent meeting can be called with a proper quorum.

SECTION 7- No member of the Board of Directors shall receive any monetary compensation for serving in such capacity.

## ARTICLE VII- DUTIES OF OFFICERS

President: The President shall preside at all meetings of the Association and of the Board of Directors, performing all duties and responsibilities of the Office and recommending such actions as may likely increase the effectiveness of the Association as it relates to enforcing the covenants and Restrictions of Gillette Woods. The President's other responsibilities will focus on overall planning and development of relationships among the membership and between the Association and other civic and governmental organizations. The President can appoint special committees from among the lot owners/members that may be appropriate in conducting the affairs of the Association

Vice-President: The Vice President shall perform the duties of the President in his/her absence.

Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors, the Annual Meeting and any general membership meetings. He/she shall have charge of such books and papers as the Board may direct and shall carry out the duties normally associated with the office of Secretary,

Treasurer: The Treasurer shall have responsibility for receipt and deposit of all Association funds, keeping accurate records of receipts, disbursements and balances in all Association accounts, wherever they may be located. He/she will recommend how monies can best be invested and will monitor the cash flow needs of the Association. The Treasurer will report on the finances of the Association at the Annual Meeting and arrange for periodic audits at the direction of the President.

Note: All agreements, contracts, leases, notices and other documents shall be executed by the President and Vice-President, Secretary or Treasurer on behalf of the Association. The responsibilities of any committee established by the Board, including but not limited to the "Membership Committee", "Social and Program Committee" and "Publicity Committee" are not specifically assigned to any one Director, but rather would be shared among all as and when needs become apparent. It is not required that any committee be active at all times.

## ARTICLE VIII- LIABILITY OF OFFICERS AND DIRECTORS

The Officers and/or Directors of the Gillette Woods Association shall not be liable for any mistakes in judgment or negligence in carrying out their duties as provided for in the By-Laws,

except for misconduct or criminal activity. They shall be held harmless against all contractual liability with others unless such contracts shall have been made in bad faith or are contrary to the provisions of the By-Laws. It is intended that the Officers, Directors and Agents of the Gillette Woods Association shall experience no personal liability.

## ARTICLE IX- AMENDMENTS

SECTION 1- Amendments to or revisions of the By-Laws may be made at the Annual Meeting of the Association, providing all members holding certificates receive the draft of the By-Laws, together with the notification of the meeting, ten (10) days before the meeting.

SECTION 2- A majority vote of two-thirds (2/3) of the active members present at the Annual Meeting is required to adopt an Amendment, Amendments, or a revision of the By-Laws.

SECTION 3- In a similar fashion, Covenants & Restrictions of the Gillette Woods Association may be amended and updated from time-to-time. However any such material changes to the Covenants & Restrictions will require a majority approval of all active (dues-paying) members/lot owners, regardless of their attendance at the Annual Meeting in which such Amendments are voted.