

BYLAWS
OF
ZEMOSA ACRES HOMEOWNERS ASSOCIATION

Article ONE - ASSOCIATION NAME

The name of the organization is Zemoso Acres Homeowners Association, Inc., hereafter referred to as the "Association", and also commonly referred to as "ZAHA".

Article TWO - ASSOCIATION PURPOSE

The purpose of the Association is to foster a greater sense of community awareness and to promote community relations within the development, to preserve and protect property values, to provide a forum for homeowners to speak and act collectively on matters of common concern, to promote the health and safety of the residents, and for the improvement and maintenance of the common property.

Article THREE - MEMBERSHIP

Section 1 - Defined.

The membership of the Association shall be restricted to the owners (or owners and spouses) of single family detached homes within Zemoso Acres Subdivision, with not more than two persons at any one address qualifying as voting members. Membership shall be effective upon receipt by the Secretary of a ZAHA Membership Application and payment of dues.

For the purpose of establishing and maintaining membership in the Association, a homeowner of Zemoso Acres Subdivision shall be defined as any person owning a single family dwelling upon a lot as indicated in the subdivision maps and plats recorded in the Cabarrus County registry, Concord, North Carolina.

Section 2 - Dues.

The annual dues shall be thirty five (35) dollars per household per calendar year payable in advance on or before January 1 of each year or at the time of joining. The annual dues may be increased

by the Executive Board - without approval of the membership - by not more than ten (10) percent above the amount set for the previous year. The annual dues may be increased above ten (10) percent by a two-thirds majority vote of the members of the Association voting in person or by proxy at a meeting duly called for this purpose.

Dues for any new resident to Zemoso Acres moving in after July 1st will be Fifteen Dollars. This will apply to the first calendar year of residence only.

Dues shall be used exclusively for the purposes of the Association as specified in Article Two of these Bylaws. No portion of any Association dues are refundable.

Section 3 - Voting Privilege.

All voting members whose dues are not in arrears shall have the right to vote at the election of the officers of the Association and to vote on all other matters presented to the membership for a vote at any regular or special meeting of the membership. Members are considered in arrears when dues have not been paid by January 1. If still in arrears on March 1, the member(s) will automatically be dropped from membership and all entitlements thereto.

Section 4 - Voting.

At all meetings of members, a voting member may vote in person, or by proxy, registered with the Secretary prior to the meeting.

Section 5 - Transferring.

Membership in the Association is not transferable or assignable, and terminates upon the member becoming ineligible for membership.

Article FOUR - OFFICERS

Section 1 - Officers.

The officers of the Association shall be a President, an Executive Vice President, a Second Vice President, a Secretary, and a Treasurer, and shall be members of the Association in good standing. The officers shall perform the duties prescribed by the Bylaws and by the parliamentary authority adopted by the Association. The number of persons from any one household holding an officer's post in the Association shall be limited to one during the same period of time.

Section 2 - Elections of Officers.

The officers shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin on January 1 of each year. A simple majority of the votes cast shall constitute election.

Section 3 - Eligibility.

No member shall hold more than one office at a time. For the purposes of this section, in filling vacancies of an office, an officer who has served more than nine months in a given office will be considered to have served a full term in that office.

Section 4 - Impeachment.

Any officer may be removed by two-thirds majority vote of the members at any regular, special, or Annual Meeting of the Association.

The text of any proposal to remove an officer shall be given to the membership (the Secretary will be responsible for making the arrangements) at least 21 days prior to the next scheduled regular, special, or Annual Meeting, at which time said proposal shall be voted upon.

Section 5 - Resignation.

Any officer desiring to resign must submit his/her resignation in writing to the President.

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Section 6 - Duties.

The duties of the Executive Board Members will include the following:

President:

The President shall be the principal executive officer of the Association and, subject to the control of the Executive Board, shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Association and of its Executive Board. He shall sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Executive Board, certifications of membership, any deeds, mortgages, bonds, contracts or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time.

The President shall be an ex-officio member of all committees except the Finance committee and the Nominating committee.

Vice Presidents:

In the absence of the President or in the event of his death or inability to act, the Executive Vice President, unless otherwise determined by the Executive Board, shall perform the duties of the President, and when acting as President shall have all the powers of and be subject to all the restrictions upon the President. The continuing order of succession will be Second Vice President, Secretary and Treasurer, respectively.

Secretary:

The Secretary shall be responsible for: (a) keeping the minutes of all meetings of the Association and of the Executive Board; (b) seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) being custodian of the corporate records and of the seal of the Association, and seeing that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (d) keeping a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) signing, with the President or a Vice President, certifications of membership for the Association, the issuance of which shall have been authorized by resolution of the Executive Board; (f) having general charge of the membership register books of the Association; (g) keeping or causing to be kept in the State of North Carolina at the Association's registered office or principal place of business a record of the Association's members, giving the names and addresses of all the members as designated by the Executive Board, and preparing or causing to be prepared voting lists prior to each meeting of the members as may be required by law; and (h) shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Executive Board.

Treasurer:

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The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for Monies (other than dues) due and payable to the Association from any source whatsoever, and deposit same (within ten banking days of receipt) in such depositories as shall be selected by the Executive Board; (b) prepare, or cause to be prepared, a true statement of the Association's assets and liabilities as of the close of each fiscal year, in accordance with generally accepted accounting principles, which statement shall be made and filed at the Association's principal place of business in the State of North Carolina within two (2) weeks after the end of the calendar year and thereafter be kept available for a period of at least ten (10) years; and (c) in general perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or by the Executive Board, or by these Bylaws.

Section 7 - Liability.

Members of the Board of Directors shall not be liable to the members for any mistake of judgment, negligence, or otherwise except for their own individual willful misconduct or bad faith. The members shall indemnify and hold harmless each of the members of the board against all contractual liability to others arising out of contracts made by the board on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of these bylaws. It is intended that the members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Association.

Article FIVE - ASSOCIATION MEETINGS

Section 1- Regular Meetings.

The regular meetings of the association shall be held on the third Tuesday of the months of February, May and November, unless otherwise scheduled by the Association or the Executive Board”

Section 2 - Annual Meeting.

The regular meeting on the third Tuesday in November shall be known as the Annual Meeting and shall be for the purpose of presentations of reports of officers and committees, followed by the election of officers, and for any other purposes that may arise. If the election of officers is not held at that meeting, such election shall be held as soon thereafter as convenient.

Section 3 - Special Meetings.

Special meetings of the membership can be called by the President, or by the President when directed by the Executive Board. The purpose of the meeting shall be stated in the call.

Section 4 - Quorums and Vote Tabulation.

Ten (10) percent of the members of the Association entitled to vote either present or represented by proxies OR all five members of the Executive Board in person shall constitute a quorum at any regular, special, or Annual Meeting of the Association. A simple majority vote of members present or represented by proxy shall pass any issue unless otherwise specified in these Bylaws.

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Section 5 - Meeting Notification.

At least ten days written notice, but not more than four weeks notice, of the time, date and place of any meeting shall be given to the membership. If the meeting is delayed, the meeting must be held within ten (10) days of the date stated in the notification, or a new meeting must be called.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the Association, with proper postage thereon applied..

Article SIX - THE EXECUTIVE BOARD

Section 1 - Defined.

The officers of the Association shall constitute the Executive Board of Directors. All officers shall be members of the Association in good standing.

Section 2 - Duties.

The Executive Board shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of its meetings, make recommendations to the Association, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association or public law.

Section 3 - Board Meetings.

Unless otherwise ordered by the Board, meetings of the Executive Board shall be held on the second Tuesday of a Month as directed by the President. Special meetings of the Board can be called by the President and shall be called upon the written request of two (2) members of the Board. Except in the case of emergency, at least three (3) days notice shall be given to the Executive Board members. The meeting must be held within ten (10) days after the notice. Three voting members shall constitute a quorum at any Executive Board meeting.

Section 4 - Vacancies.

The Executive Board may, by majority vote, fill any vacancies of any office. The appointment shall be valid only until the next membership meeting, when an election will be held to fill the vacancy.

Section 5 - Auditing Committee.

The Association's accounts shall be examined by an auditing committee consisting of two (2) non-board members or non-board related members, appointed by the President within two (2) weeks after taking office. The findings of the auditing committee shall be reported to the general membership. In addition, the Association's accounts are subject to examination by an independent CPA at the request of ten (10) percent or more members of the Association in good standing.

Article SEVEN - BY-LAW AMENDMENTS

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Section 1 - Proposing Changes.

Amendments to these Bylaws may be proposed to the membership by a majority vote of the Executive Board, or by signed petition of at least 20% of the current membership of the Association.

Section 2 - Notification to Association.

The text of any proposed amendment to these Bylaws shall be given to the membership (the Secretary will be responsible for making the arrangements) at least 21 days prior to the next scheduled regular, special or Annual Meeting, at which time said proposed amendment shall be voted upon.

Section 3 - Vote Tabulation.

A two-thirds majority vote of members present or represented by proxies shall be required to amend these Bylaws.

Article EIGHT - COMMITTEES

Section 1 - Nominating Committee.

At the regular meeting held on the second Tuesday in August a nominating committee chairperson shall be appointed by the President. It shall be the duty of the committee to nominate candidates for the election to be held at the Annual Meeting in November. If more than one person volunteers for a position, both names shall appear on the ballot. Before the election additional nominations from the floor shall be permitted.

Section 2 - Finance Committee.

A Finance Committee shall be established by the Executive Board as soon as possible following the election of officers. The Finance Committee shall be composed of the Treasurer, who will chair the committee, and two (2) non-board members or non-board related members, who shall act in an advisory capacity, appointed by the President. It shall be the duty of this committee to prepare a budget for the year beginning the first of January, and to submit it to the Association at the February meeting of the Association. The Finance Committee may from time to time submit supplements to the budget for the current year at regular meetings of the Association for approval. Approval of the budget and supplements to the budget shall be approved by a majority of the members voting in person or by proxy.

Section 3 - Standing Committees.

The President may designate and appoint additional committees, each of which shall consist of members of the Association in good standing. The chairperson of each of these committees will be designated by the President. These committees will take their direction from the Executive Board and shall furnish reports of their activities to those present at each regularly scheduled Executive Board meeting. These committees may include: Membership/Social, Directory, Newsletter, Beautification and Public Affairs.

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Section 4 - Guidance from the Board.

The chairpersons of the various committees will be responsible to the Executive Board for developing plans for the activities of their respective committees.

Section 5 - Advisory Board.

The chairpersons of the various committees will make up the Advisory Board. The members of the Advisory Board will be invited to attend all regular meetings of the Executive Board, but will have no voting privileges.

Section 6 - Committee Duration.

Each member of each committee shall continue as such until the next Annual Meeting of the members of the Association and until his successor is appointed, unless the committee shall be terminated, or unless such member resigns from or is removed from such committee, or unless such member shall cease to qualify as a member thereof. Vacancies which occur during the year may be filled by appointment by the President.

Article NINE - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt. In points of contest, the President's decision will prevail.

Article TEN - GUIDING PRINCIPLES

Section 1 - Issues to Address.

The Association will address itself to broad issues of concern to the Zemosa Acres community as a whole. Action on matters which are conflicts and problems between property owners should be settled by the individuals themselves.

Section 2 - Covenant Violations.

At the written request of any property owner, the Association may initiate procedures, including legal process, to assist the owner or owners to eliminate violations of the Protective Covenants and Restrictions. The Association will fund and maintain yearly budget items as necessary to support any actions resulting from this process, which may include the payment or reimbursement of reasonable costs and attorney fees.

Article ELEVEN - EXPENDITURE AUTHORIZATION

Section 1 - Budgeted Expenses.

The President may direct the expenditure of funds as provided for in the budget without further approval.

Section 2 - Presidential Authorizations.

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The President may direct the expenditure of unbudgeted funds not to exceed two hundred (200) dollars for any one purpose without further approval. The President may direct the expenditure of unbudgeted funds not to exceed three hundred (300) dollars for any one purpose with prior approval of the executive Board. An additional requirement is that the President may not direct the expenditure of unbudgeted funds beyond a total of three hundred (300) dollars in any one calendar year without a budget change being approved by the members of the Association at a regular or a special meeting of the membership. "Unbudgeted funds" may become "budgeted funds" after the fact by means of an approved budget change, thus reestablishing the President's authorization regarding "unbudgeted funds."

Section 3 - Association Member Authorizations.

Financial spending proposals not in the yearly budget, and in excess of two hundred (200) dollars, must be publicized in the meeting notification and approved by the Association members, at a meeting as outlined in Article FIVE - Association Meetings.

Article TWELVE - DISSOLUTION

In the event of dissolution, any funds, equipment, or other assets remaining after all expenses have been paid and all debts have been settled shall be donated to the United Way of Cabarrus County. The Association can be dissolved by two-thirds (2/3) vote of the total current membership in good standing.

Article THIRTEEN -
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

The Association shall indemnify any director or officer or former director or officer of the Association or any person who may have served at the request of the Association as a director or officer of another corporation whether for profit or not for profit against expenses (including attorneys' fees) or liabilities actually and reasonably incurred by him in connection with the defense of or as a consequence of any threatened, pending or completed action, suit or proceeding (whether civil or criminal) in which he is made a party or was (or is threatened to be made a party) by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

The indemnification provided herein shall not be deemed exclusive of any other right to which those indemnified may be entitled under any statute, bylaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association.

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Nothing contained in this Article Thirteen, or elsewhere in these bylaws, shall operate to indemnify any director or officer if such indemnification is for any reason contrary to any applicable state, federal, or other public law.

Revision Log:

Cleanup and deletions Summer 2005
Article Four, Section 1, revision approved Nov 16, 2004
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