

Foxfire Property Owners Association **(FPOA) Bylaws**

ARTICLE I – NAME AND LOCATION

The name of the unincorporated association is Foxfire Property Owners Association, (herein referred to as the “Association,”) located in Foxfire Village, North Carolina. The Association operates on a calendar year and its mailing address is:

Foxfire Property Owners Association
P.O. Box 233
Foxfire Village, NC 27281

ARTICLE II – PURPOSE

The mission statement for the Foxfire Village, NC Activities and Events by FPOA is to build and support the community through social events and volunteer activities.

- By offering a wide variety of events for all ages, bringing residents together promoting a sense of community.
- Enhance events and activities offered by using the talents of the Village community, our neighbors, and friends.
- Focus on building a welcoming and inclusive village for all.

ARTICLE III – MEMBERSHIP

There shall be three categories of membership in the Association: Resident, Non-Resident, and Social.

- a. A Resident Member shall be any dues paying family owning property and residing within the Association boundaries.
- b. A Non-Resident Member of the Association shall be any dues paying family owning, but not residing within the Association boundaries. A Non-Resident Member shall have the privileges of "Resident Membership" but cannot vote or hold office.
- c. A Social Member of the Association shall be any dues paying family who maintains an interest in the Association and its purposes but does not reside or own property within the Association boundaries. A Social Member shall have the privileges of "Resident Membership" but cannot vote or hold office.

The Association boundaries are defined as real property located within the territorial boundaries of Foxfire Village.

The ownership of real property located within the territorial boundaries of Foxfire Village shall be entitled to a voting membership if all annual dues and assessments are current. Where there are multiple parties named on a title, there shall be only a single vote. Ownership of more than one parcel of real estate by the same parties shall not entitle the ownership to more than one voting membership.

Interval ownership in real property (sometimes termed a “time share”) shall not qualify for membership in the Association.

ARTICLE IV – BOARD OF DIRECTORS

The board of Directors shall consist of a minimum of six (6) and a maximum of nine (9) members of the Association. They shall be elected by the membership for three (3) year terms as follows:

- 1. The normal term of office shall be from January 1 through December 31 for three consecutive years.**
- 2. A maximum of two (2) Directors may be elected whose domicile is outside the incorporated limits of Foxfire Village.**
- 3. If a Director is absent from three (3) consecutive Board meetings, that Director’s seat shall automatically be vacated and the guidelines for filling the vacancy shall apply. A removed Director may appeal to the Executive Committee within thirty (30) days for possible reinstatement.**

ARTICLE V – NOMINATIONS FOR DIRECTORS

- 1. The Nominating Committee shall present to the Board of Directors its slate of candidates two (2) months prior to a scheduled election.**
- 2. Any member of the Association may nominate a candidate or personally seek election to the Board of Directors by notifying the Secretary in writing at least two (2) months prior to a scheduled election.**
- 3. A nominee must be a member of the Association and submit a written statement to the Secretary indicating his/her willingness to serve.**

ARTICLE VI – ELECTION OF OFFICERS

- 1. The scheduled date of the Association election shall be the third Monday in November. Cumulative voting is not permitted.**
- 2. Voting shall be written ballot unless the following condition applies: If the number of positions to be filled is equal to or more than the number of nominees, then the Board may by a two-thirds (2/3) vote elect the nominees without a general election. This vote shall be the official vote.**

3. Vacancies occurring more than three (3) months prior to a scheduled election may be filled for the remainder of the calendar year by appointment of the Directors, and the unexpired term (if applicable) shall be filled at the next regular election.
4. No Director may serve more than two (2) consecutive three (3) year terms.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board shall be as follows:

1. The Board of Directors shall hold an Organizational meeting for the purpose of installing newly elected Directors and to establish their meeting schedule for the ensuing year. This meeting must be held within 30 days after the annual election. The Board must schedule at least four additional meetings a year.
2. Special meetings of the Board may be called by written notice to the members and must be received seven (7) calendar days in advance of the meeting. The notice shall state the purpose for the meeting and include the agenda, time and place. No other business shall be conducted during the special meeting. The call for a Special Meeting may be issued by:
 - a. The Chairman, or
 - b. Any three members of the Board, or
 - c. Written request of twelve (12) members of the Association.
3. The Chairman may call emergency meetings if immediate consideration is necessary and the notice for a special meeting will not permit possible action in a timely manner. The call for an emergency meeting and its agenda must be approved by a majority of the Board in attendance before any action can be taken.
4. Meetings of the Board of Directors shall be open to members of the Association and to the general public. Only members of the Board of Directors shall be entitled to vote on issues coming before the Board.
5. Quorum for all meetings consists of the majority of the full Board of Directors.

ARTICLE VIII – OFFICERS OF THE ASSOCIATION

1. All officers shall be elected for a one (1) year term by the Board of Directors at the Organizational Meeting and may be reelected in succeeding years.
2. **Chairman:** Will call for and conduct all meetings of the Association and be responsible for the general supervision of the business. When authorized by the Board, the Chairman shall be designated as the Association's representative to any organization and/or committee outside of the Association. The Chairman may delegate this responsibility to another Board member. The Chairman shall chair the Executive Committee and be an ex officio member of all committees except for the Nominating Committee.

3. **Vice-Chairman:** In the absence or disability of the Chairman, the Vice-Chairman will assume the duties and powers of the Chairman for the period in which the Chairman is not available. The Vice-Chairman will assume whatever additional duties and powers the Board may assign.
4. **Treasurer:** Shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse them under the direction of the Board and in compliance with the laws and customs as appropriate. The Treasurer shall keep full and true accounts of all receipts and disbursements and shall make reports to the Board and Chairman upon request and shall prepare, or cause to be prepared, all required financial statements, tax returns and budgets for the Association. The Treasurer will assume whatever additional duties and powers the Board may assign. In the absence or inability of the Treasurer, the Chairman is authorized to assume his duties and responsibilities.
5. **Secretary:** Shall keep accurate and complete records of all meetings of the Board of Directors, (including attaching the treasurer's report to the minutes) and Executive Committee and perform all duties required by the bylaws of the Association. The Secretary shall assume all additional duties and powers the Board may assign.
6. An officer of the Association may be removed from his position by two thirds (2/3) vote of the remaining Directors.

ARTICLE IX – EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the Chairman, Vice Chairman, Treasurer and Secretary, all of whom shall be elected by the Board Members each year at the Organizational Meeting.
2. Executive Committee meetings shall be held at the discretion of the Chairman and/or at the request of two members of the Committee.
3. The Executive Committee is an advisory unit and shall assist the Chairman in developing and conducting Board Meetings and General Membership Meetings.
4. The Executive Committee shall not have the power to finalize actions, which impact revenue or expenditures. Those powers are to be retained by the entire Board of Directors.

ARTICLE X – MEETINGS OF THE ASSOCIATION

1. **Annual or Membership Meeting:** There shall be an Annual Meeting of the Association held on the third Tuesday in January. At this meeting, the past Chairman or Vice-Chairman will provide a review of the past year's accomplishments and general health of the Association. The newly elected

Chairman will provide an oversight as to what are key considerations for the coming year.

2. **Special Meetings**: Special Meetings of the Association may be called by the Board of Directors or by membership petition. In such cases, the purpose must be stated and notification given fourteen (14) calendar days prior to the meeting. The notice will include the time, date and place of the Special Meeting of the membership. If the Special Meeting is called by the membership, twenty (20) members must sign a petition requesting the special meeting. A reference to this petition must be included in the meeting notification sent to each member and be available for review at the Secretary's residence or at an alternate place accessible to the membership.
3. Quorum consists of a minimum of twenty (20) members in attendance.

ARTICLE XI – BUDGET AND ANNUAL DUES

It shall be the responsibility of the Treasurer to prepare an annual budget and present it to the Board of Directors at the last scheduled Board of Directors meeting prior to the Annual Meeting. Based on this budget, the Board will recommend a dues structure and a proposed budget for the ensuing year to be approved by the membership at the Annual Meeting. Said annual budget plus ten percent (10%) shall be the limit of authorization by the Board.

ARTICLE XII – COMMUNICATIONS AND PUBLICATIONS

Communication is critical to the health of the Association and the following methods will be used and are approved for use with the adoption of these by-laws.

- Telephone
- FAX
- E-Mail
- Minutes of the meetings
- U.S Postal Service
- Other electronic media, such as , social media sites.

From time to time, the Association may decide to produce publications such as the Village Directory or a newsletter. Such activities are subject to the approval of the Board of Directors who will determine the organizational structure needed to complete the projects.

ARTICLE XIII – RELATIONSHIP WITH FOXFIRE VILLAGE COUNCIL AND GOLF CLUB OWNERSHIP

In fulfilling the purposes of the Association as set forth in Article II, it is beneficial to have a close and supportive relationship with the Foxfire Village Council and to maintain a relationship with the current ownership/manager of the golf course in Foxfire Village. To facilitate those relationships:

1. The Chairman of the Board of Directors or the Chairman's delegate, who is a member of the Board, shall attend each regular and special meetings of the Village Council. He will extend to the Council an invitation for a representative to attend all meetings of the Association. A report will be provided to the Board Members on discussions or actions that occurred which might affect the Association.
2. The Association delegate will be responsible for presenting to the Village Council matters the Association deems essential to the fulfillment of its goals.
3. An invitation shall be extended to representatives of the golf course ownership to attend all meetings of the Board of Directors of the Association.

ARTICLE XIV – OTHER COMMITTEES

In fulfilling the “Purpose of the Association”, it will likely be necessary to form either standing or special committees. The Chairman, or in his absence the Vice-Chairman, shall have the power to appoint committees to undertake the work of the Association.

STANDING COMMITTEES:

Welcoming Committee
Directory Committee
Newsletter Committee
Nominating Committee
Annual Events/Social Committee

ARTICLE XV – BY-LAWS

The original By-laws were adopted in 1983 with the sixth and last revision being approved on January 12, 2024.

ARTICLE XVI – AMENDMENTS AND REVISIONS

Amendments (Revisions) to these by-laws may be initiated by:

1. Written petition of three (3) directors, or
2. Written petition signed by twenty (20) members of the Association.

Amendments to the By-Laws must be approved by a majority of the Directors before being submitted to the membership at an Annual Meeting or a Special Meeting of the Association called for the purpose of amending/revising By-laws. Two thirds (2/3) of the members present must approve the amendments/revision for passage. Changes in the By-laws will become effective upon passage unless otherwise noted.

ARTICLE XVII – RULES OF ORDER AT MEETINGS

All meetings of the Association shall be conducted under *Robert's Rules of Order Newly Revised*, unless otherwise stated.

