

## PIKSCO CORPORATION BY-LAWS

### Article I. DEFINITIONS

Section 1. "Corporation" shall mean and refer to PIKSCO Corp., a non-profit corporation organized and existing under the laws of the State of North Carolina.

Section 2. "The Properties" shall mean and refer to the land area described in Sec. 1 of the Amended Restrictive Covenants, recorded in Deed Book 461, Carteret County registry and any other land areas in the Town of Pine Knoll Shores that the Board of Directors of PIKSCO nominate and the Mandatory membership approves, except multi-family dwellings (by quorum as stated in Article XII, Section 4 of this document).

Section 3. "Common Properties" shall mean and refer to all properties owned by PIKSCO Corporation, whether real or personal.

### Article II. LOCATION

Section 1. The principal business office of the Corporation shall be located in Pine Knoll Shores, Bogue Banks, Carteret County, North Carolina.

### Article III. MEMBERSHIP

Section 1. Each Mandatory member shall be determined in accordance with the provisions of Sec. 13 of the Amended Restrictive Covenants.

### Article IV. VOTING RIGHTS

Section 1. Each Mandatory member shall be entitled to cast one vote for each lot said member owns unless any dues/assessments, or any portion thereof, for said lot or lots are unpaid for the current fiscal year (at time of voting), in which case the right to vote shall be suspended until all dues and assessments are brought current for each lot for which voting privilege is permitted.

### Article V. RIGHTS AND ENJOYMENT OF COMMON PROPERTIES

Section 1. Each Mandatory member whose dues and assessments are paid in full shall have a right and easement of enjoyment in and to the common properties and such right and easement shall be appurtenant to and shall pass with the title to every lot.

### Article VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of six persons who are Mandatory members in good standing in the Corporation.

Section 2. Vacancies in the Board of Directors shall be filled by majority vote of the remaining directors, any such appointed to hold office for the duration of the term vacated.

Section 3. Board Members may be removed from office by a majority vote of the membership at any annual or special meeting.

#### Article VII. ELECTION OF OFFICERS

Section 1. Nomination for elector to the Board of Directors shall be made by a Nominating Committee (Directors or members of their family are not eligible to serve on the nominating committee). Nomination from the floor may be made provided that the nominee has given prior consent for his or her name to be placed in nomination.

Section 2. The nominating committee shall consist of a Chairman and two or more Mandatory members of the corporation. The Nominating Committee shall be appointed by the Board of Directors at each annual meeting to serve until the next annual meeting.

Section 3. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled, including regular and alternate vacancies.

Section 4. Mandatory members in good standing shall be entitled to vote on each issue or candidate for Director separately in any annual or special meeting of the membership. At such election the members, in person or through the holder of a duly executed proxy, may cast, in respect to each vacancy or issue, as many votes as they are entitled to exercise. The candidates receiving the largest number of votes shall be elected. Votes cast after the close of any annual or special meeting shall not count towards the total.

Section 5. Two directors shall be elected each year to serve for a term of three years.

Section 6. Any director shall be eligible for re-election to a second three year term, but shall serve no more than two consecutive terms or six consecutive years.

Section 7. In the event of a tie in an election of Directors, the winner (s) shall be elected by an immediate run-off election by a majority vote of the members present at the meeting.

Section 8. A Director may be removed from office at any time if a petition to do so is signed by a majority of the Mandatory members and presented to the Board of Directors.

#### Article VIII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have power:

(a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth of the voting membership. Notice of special meetings shall not be less than ten days prior to such meeting.

- (b) To appoint and remove at pleasure all officers and agents and employees of the Corporation, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem required.
- (c) To establish, levy and assess, and collect the dues or assessments referred to in Section 13 & 14 of the Amended Restrictive Covenants (ARC's).
- (d) To adopt and publish rules and regulations governing the use of common properties and facilities and the personal conduct of the members and guests thereon and Rules and Regulations for controlling park facilities that are contained in Sticker and Gate Card Policy.
- (e) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation, except those reserved to the members or Officers by these by-laws, the ARC's or the Articles of Incorporation of PIKSCO.
- (f) The Corporation will provide personal liability insurance for all seated Directors.

#### Article IX. DIRECTORS' MEETING

Section 1. A meeting of the Board of Directors shall be held immediately following each Annual Meeting of members, or as soon as practical thereafter.

Section 2. Regular meetings of the Board of Directors shall be held at any time after not less than three days notice to each Director. A regular schedule of meetings, to be held no more frequently than monthly, may be established by the Board of Directors, with notice of said schedule given to the membership and no additional notice of such regularly scheduled meeting shall be required.

Section 3. Special meetings of the Board of Directors shall be held when called by the President or Vice President of the Corporation or by any two Directors after not less than three days' notice to each Director. Notice of such meeting may be sent by any usual means of communication, including electronic mail.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present, and if either before or after the meeting, each of the Directors not present, signs a written notice or waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consent or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Action by the Board of Directors may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. A director's consent to action taken without meeting may be in electronic form and delivered by electronic means.

Section 4.1. Members of the Board of Directors may participate in Director's meetings by use of any means of communication by which all directors may simultaneously hear each other during the meeting, including, but not limited to conference call or video conferencing.

Section 5. A majority of the Board of Directors shall constitute a quorum.

Section 6. The term of office of a Director who misses two or more consecutive regular Board meetings without prior or subsequent authorization of the Board, shall be automatically terminated.

Section 7. Members of the Corporation may attend meetings of the Board of Directors and should be heard as necessary to provide input of the membership to the Board of Directors.

Section 8. Except as may be modified by Board resolution, Robert's Rules of Order (current edition) shall govern the meetings of the Board of Directors when not in conflict with North Carolina law, the Articles of Incorporation, the Declaration, or these Bylaws

#### Article X. OFFICERS

Section 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer (or a Secretary/Treasurer). The President and Vice President shall be Mandatory members of the Corporation. The Secretary and Treasurer (or Secretary/Treasurer) may be members of the Corporation. The Secretary and Treasurer (or Secretary/Treasurer) may be paid employees of the Corporation.

Section 2. The Board of Directors shall elect the officers of the Association at the first meeting of the Board following each annual meeting of the Members, to serve until their successors are elected. Officers shall be elected by a majority vote of the board.

Section 3. The Board may remove any officer whenever in its judgment the best interests of the Corporation will be served, and may fill any vacancy in any office arising because of death, resignation, removal, or otherwise, for the unexpired portion of the term.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes and all checks in excess of one hundred dollars. (\$100.00)

Section 5. The Vice President shall perform all the duties of the President in his absence.

Section 6. The Secretary shall act as Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose, shall keep the records of the Corporation: and, at the discretion of the Board of Directors, shall sign checks under one hundred dollars (\$100.00) in the absence of the Treasurer. Voting totals at annual or special meetings shall be recorded and reported by the Secretary and a member in good standing prior to the close of any meeting at which a vote is taken.

Section 7. The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Corporation, and shall disburse such funds as directed by resolution of the Board of Directors; provided however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or in his absence, the Secretary, shall sign all check and notes of the Corporation provided that such checks and notes shall also be signed by the President or his designee, if the amount of the check is in excess of one hundred dollars (\$100.00). Treasurer is authorized to use bank cards assigned to the accounts of the Association in lieu of checks. For transactions in excess of one hundred dollars (\$100.00) which will be paid using a bank card rather than a check, the President or his designee shall authorization the transaction and said authorization shall be kept in the records the Association.

#### Article XI. COMMITTEES

Section 1. The Standing Committees of the Corporation shall be:  
The Nominating Committee  
The Architectural Control Committee  
The Finance Committee

Section 2. The functions and duties of the Architectural Control Committee shall be as provided under Section 9 of the ARC's.

- (a) Lots maintained by the Architectural Control Committee of PIKSCO which are governed by multiple restrictive covenants will be administered according to the most restrictive of the covenants where there is a discrepancy.
- (b) The Corporation will provide personal liability insurance for all appointed committee members.

Section 3. Other committees may be appointed by the Board of Directors as deemed necessary, and may, as desired by the Board of Directors, become standing committees.

#### Article XII. MEETING OF MEMBERS

Section 1. The regular Annual Meeting of the members shall be held during the month of July. Annual meeting paperwork must be mailed at lease 1 month prior to the scheduled annual meeting.

Section 2. Special meetings of the members for any purpose may be held after not less than ten days notice.

Section 3. Notice of any meetings shall be given to the members by the Secretary by sending a copy of the notice through the mail, to the address as it appears on the books of the Corporation.

Section 4. The presence at the meeting of Mandatory members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any membership meeting unless a different quorum is required by the Articles of Incorporation of PIKSCO, or by the Amended Restrictive Covenants.

Section 5. Except as may be modified by Board resolution, Robert's Rules of Order (current edition) shall govern the meetings of the Members when not in conflict with North Carolina law, the Articles of Incorporation, the Declaration, or these Bylaws.

#### Article XIII. PROXIES

Section 1. At all Corporation meetings, each Mandatory member may vote in person or by proxy.

Section 2. All proxies shall be in writing and be either filed with the Secretary or cast as the annual or special meeting. No votes, proxy or otherwise will count after the close of the special or annual meeting.

#### Article XIV. ANNUAL FINANCIAL STATUS

Section 1. The financial records of the Corporation shall be examined by the Board of Directors as of the end of the fiscal year (July 1 through June 30) and its status announced to the membership at the following Annual Meeting.

Section 2. Audits may be conducted whenever deemed appropriate by the Board of Directors.

#### Article XV. BOOKS AND PAPERS

Section 1. The books, records and papers of the Corporation shall at all times, during reasonable hours, be subject to the inspection of any member(s). Copies of the above may be made available to a member provided that a fee is paid by the member to offset the time and material cost of providing same.

PIKSCO

By: \_\_\_\_\_  
President

(SEAL)

Attest: \_\_\_\_\_  
Secretary

## Article XVI. AMENDMENTS

Section 1. These by-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of Mandatory members present in person or by proxy, provided that those provisions of the by-laws which are governed by the Articles of Incorporation of the Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in face governed by the Amended Restrictive Covenants applicable to the properties, the Amended Restrictive Covenants shall control.

Enacted effective the 1<sup>st</sup> day of January, 2018.