

**BYLAWS
OF
WOODBRIIDGE ASSOCIATION, INC.**

ARTICLE I

PURPOSES

The purposes for which the Corporation is organized are non-profit; being to own, manage, supervise and maintain the common areas of Woodbridge Development and to implement and enforce the Declaration of Restrictions, Conditions, Easements, Covenants, Agreements, Liens, and Charges of the Woodbridge Development, as are duly recorded in Book _____ at page ____ of the Cleveland County Public Registry.

ARTICLES II

OFFICES

Section 1. **Principal Office.** The principal office of the Corporation shall be located in Cleveland County, North Carolina.

Section 2. **Registered Office.** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS

Section 1. **Qualifications for Membership.** The members of the Corporation shall be all of the owners of lots in the Woodbridge Development, Cleveland County, North Carolina; provided, however, that any person or entity who holds title merely as security for the performance of an obligation shall not be a member of the Corporation. Section 2. **Voting.** The members of the Corporation shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of members is required under the Declaration or under the provisions of Chapter 55A of the General Statutes of North Carolina, and each member shall have one vote for each lot owned by said member upon which the assessment for that lot has been paid under the terms and conditions:

- (a) Any lot owned by a husband and wife shall be entitled to a single vote and any attempt to split that vote shall result in the loss of the voting right for that lot.

- (b) Any member who owns more than one lot upon which the assessments have not been paid in full for those lots shall have only the number of votes reflected by the amount of assessments paid in full prior to the time of voting.
- (c) Hamrick Development, Inc., the Declarant shall be assessed only for a single lot and be entitled only to a single vote regardless of the number of lots owned by the Declarant at the time of the assessment or at the time of voting by the membership.

ARTICLE IV

MEETING OF MEMBERS

- Section 1. Annual Meeting. The annual meeting of the members shall be held on The 2nd Monday of March of each year commencing with the 2nd Monday of March, 1979. Such annual meetings shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day.
- Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or members of the Corporation holding not less than on-fifth (1/5th) of the votes.
- Section 3. Place of Meeting. The Board of Directors may designate any location within Cleveland County, North Carolina, as the place for any annual meeting or special meeting called by the Board of Directors, and the President may designate any location as the place for any special meeting called by him/her. If no designation is made or if a special meeting is called by the members of the Corporation and no designated place is specified, the place of the meeting shall be the principal office of the Corporation.
- Section 4. Notice of Meetings. Written notice stating the place, day, and hour of The meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or delivered not less than the (10) days nor more than fifty (50) day before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the Corporation at his address as shown on the records of the Corporation. A member may, in writing, signed by him, waive notice of any meeting before or after the date of the meeting stated therein.

Section 5. Informal Action of Members. Any action required or permitted by law to be taken at a meeting of the members of the Corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Corporation, which consent shall be filed with the Secretary of the Corporation as part of the corporate records.

Section 6. Quorum and Manner of Acting. Forty (40) members present with valid voting rights shall constitute a quorum at any meeting of the members. For the purpose of determining whether a quorum is present, each owner present shall be considered a single member regardless of the number of lots that property owner may own or the number of members he may be representing by valid proxy; and provided further that each husband and wife present shall be considered a single member, unless that husband and wife shall own at least one lot each in their own individual names. A majority vote shall be the act of the members, unless the act of a greater member is required by law, the Articles of Incorporation, these By Laws or by the Declaration.

Section 7. Conduct of Meetings. The directors may make such regulations as they deem advisable for any meeting of the members, including proof of membership in the Corporation, evidence of the right to vote and the appointment and duties of inspectors of votes. Such regulations shall be binding upon the Corporation and its members.

ARTICLE V

DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its directors.

Section 2. Number and Tenure. The number of directors shall be nine (9) and a change in the number of directors shall be made only by amendment of these By Laws. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years, three directors for a term of three years. At each annual meeting thereafter, the members shall elect three directors for a term of three years. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled temporarily by the Boar of Directors until the next annual meeting, at which time the membership shall elect a director to serve until the expiration of the term initially vacated. Election of directors may be conducted by mail ballot if the Board of Directors so determines.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such time and place as may be fixed from time to time by resolution of the Board of Directors. If the date fixed for the regular monthly meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors by giving notice thereof as provided in Section 5 of this Article V. Such persons calling a special meeting of the Board of Directors may fix any location as the place for holding such special meeting.

Section 5. Notice. When notice of any meeting of the Board of Directors is required, such notice shall be given at least three (3) day previous to such meeting by written notice delivered personally or sent by mail to each director at his/her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited prepaid in the United States mail in a sealed envelope properly addressed. Any director may waive notice of the meeting stated therein and attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law, the Articles of Incorporation, these By Laws or the Declaration.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors any director may be reimbursed for his actual expenses incurred in the performance of his duties as director by nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 9. Informal Action by Directors. Any action required or permitted by law to be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the directors, which consent shall be filed with the Secretary of the Corporation as part of the corporate records.

Section 10. Removal of Directors. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Corporation. The vacancy thus created by such a removal shall be filled as provided in Section 2 of this Article V.

Section 11. Voting Rights. Each Director voting at a meeting of the Board of Directors shall have only a single vote regardless of the number of lots that director may own, and further, no voting by proxy shall be allowed at any meeting of the Board of Directors.

Section 12. Tenure. A director after serving a three-year term must rotate off the board for a minimum of one (1) year.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Corporation. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- (c) exercise for the Corporation all powers, duties and authority vested in or delegated to Corporation and not reserved to the membership by other provisions of these By Laws, the Articles of Incorporation, or the Declaration; and
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4th) of the voting members.

- (b) supervise all officers, agents and employees of the Corporation, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) make recommendations to the membership for any changes in the annual charge or assessment and make recommendations to the membership regarding any actions that would require any special assessments not covered in the restrictive covenant.
 - (2) foreclose the lien against any property for which assessments are not paid within one hundred twenty (120) days after the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has not been paid. A reasonable charge may be made by the Board for the issuance of these certificate. If a certificate stated an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Corporation;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Areas to be maintained;
- (h) cause the exterior of dwellings on Lots or Parcels (as such term is defined in the Declaration) to be maintained.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, excepting the offices of President and Secretary. The President and Vice President shall be directors of the Corporation. Other officers may be, but need not be, directors of the Corporation.

- Section 2. Election. Term of Office and Vacancies.** The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members as herein set in Article IV. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 3. Removal.** Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.
- Section 4. Powers and Duties.** The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors, except as otherwise determined by the Board of Directors. The President shall be chief executive office of the Corporation.
- Section 5. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII

COMMITTEES

- Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors as to the following matters:
- (a) the dissolution, merger or consolidation of the Corporation; the amendment of the Articles of Incorporation of the Corporation; or the sale, lease, or exchange of all or substantially all of the property of the Corporation;
 - (b) the designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee;
 - (c) the amendment or repeal of these By Laws or adoption of new By Laws; and
 - (d) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

- Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Corporation may be designated by a resolution adopted by a majority of directors present at a meeting of which a quorum is present. Such committees shall perform such duties and have such powers as may be provided in the resolution.
- Section 3. Rules.** Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.
- Section 4. Environmental Control Committee.** The Board of Directors must establish and maintain an Environmental Control Committee to carry out all duties provided for in the Declaration of Restrictions, Conditions, Easement, Covenants, Agreements, Liens, and Charges of the Woodbridge Development. The membership of this committee shall contain more than one (1) member of the Board of Directors, provided, however, the chairperson of this committee shall be a member of the Board of Directors serving on said committee. A vote of the majority of this committee shall be the acts and decisions of this committee and any member or potential member affected directly by this decision shall have the right of appeal of the decision or decisions of this committee to the Board of Directors, a majority vote of the Board of Directors shall be the final decision in these matters.
- Section 5. Liaison Committee.** The Board of Directors shall create and maintain a Liaison Committee. The primary function of this committee shall be to work in conjunction with Hamrick Development, Inc., and the owners of the Woodbridge Golf and Country Club.
- Section 6. Auditing Committee.** The Board of Directors shall create and maintain an Auditing Committee of not less than three (3) member, and no officer or member of the Board of Directors shall serve on this committee. The primary function of this committee shall be to audit the minutes and financial records of the Corporation at the end of each fiscal year and to report the results of the audit at the next annual meeting of the members.
- Section 7. Nominating Committee.** Each year the Board of Directors shall appoint a nominating committee of five (5) members at least two (2) months prior to the annual meeting. The committee shall nominate three (3) directors for three year terms plus any additional director nominees required to fill vacancies in unexpired terms.

ARTICLE IX

BOOKS AND RECORDS

The books and records and papers of the Corporation shall at all time be subject to inspection by any member during reasonable business hours. The Declaration, the Articles of Incorporation and the By Laws of the Corporation shall be available for inspection and purchase by any member at the principle office of the Corporation.

ARTICLE X

PROXIES

Section 1. Each member may vote in person or by proxy at all meetings of the Corporation.

Section 2. All proxies shall be executed in writing by the member or by duly a authorized attorney-in-fact and filed with the Secretary. No proxy shall extend beyond the date of the meeting for which it is given unless such meeting is adjourned to a subsequent date and no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any proxy shall automatically cease upon sale by the member of his/her lot.

ARTICLE XI

CONSTRUCTION

In the event of a conflict between the Declaration and the Articles of Incorporation or the By Laws, the Declaration shall control; and in the case of any conflict between the Articles of Incorporation and the By Laws that the Declaration does not resolve, the Articles of Incorporation shall control

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Corporation an annual assessment of Fifty-Five Dollars (\$55.00) for each and every lot owned by the member on December 31st of each year. Said assessment shall be due and payable in advance on January 1st of the subsequent year, and a failure to pay said assessment after notice is duly given shall constitute a lien upon each lot upon which the full assessment has not been paid, and the enforcement of that lien shall be enforceable as provided for in Article VI, Section 2. of the By Laws.

ARTICLE XIII

AMENDMENTS

No amendments of these By Laws or the Articles of Incorporation shall be made except by a two-thirds (2/3) vote of the membership.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

The parliamentary authority for conducting of all meetings of the members, Board of Directors and committees shall be the Roberts Rules of Order.