

**AMENDED AND RESTATED  
BY-LAWS  
OF  
THE VILLASAT BRANDYWINE BAY ASSOCIATION, INC.**

**ARTICLE I  
OFFICES**

**Section 1. Principal Office.** The principal office of the corporation shall be located at 210 East Bogue Sound Drive, Atlantic Beach, Carteret 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.

**ARTICLE II  
MEMBERSHIP AND VOTING RIGHTS**

**Section 1. Eligibility for Membership.** Every person or entity who is an “owner” of any “condominium” in the “Villas Properties” - as those terms are defined and described in a certain Declaration of Covenants, Conditions and Restrictions (the Declaration), dated April 1, 1980. Membership shall be appurtenant to and may not be separated from ownership of any lot or other property subject to assessment by the corporation as provided on the Declaration as it may be amended from time to time.

**ARTICLE III  
MEETING OF MEMBERS**

**Section 1. Annual Meetings.** The Annual Meeting is to will be held on a date set by the Board of Directors either in March or April but no later than the third Saturday in April.

**Section 2. Organizational Meetings.** Immediately after the annual meeting, the newly elected Board Members, and those Board Members whose terms hold over she hold an organizational meeting for the purpose of electing officers. Notice of such meetings need not be given

**Section 3. Special Meetings.** Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

**Section 4. Notice of Meetings** Not less than seven nor more than sixty days before the date fixed for a meeting of the members of the corporation. Written notice of the place and purpose of such meeting shall be given by or at the directions of the Secretary or any other person or persons required or permitted by these By-Laws to give such notice. If a Consent to Receive All Communications via email has been signed, then all communications will be sent via email.

**Section 5. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 50% of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Declaration, the Articles of Incorporation, or the By-Laws.

**Section 6. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his condominium or interest therein.

**Section 7. Voting of Members.** Voting on all matters except election of directors shall be by voice vote or a show of hands unless 50% of the votes of the membership represented at the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter.

**Section 8. Informal Action by Members.** Any action which may be taken at a meeting of the members may be taken without a meeting if they consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation to be kept as part of the corporate records.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The business and affairs of the corporation shall be managed by its Board of Directors.

**Section 2. Number, Term and Qualification.** The Board of Directors shall consist of not less than three no more than seven persons, the exact number of directors required from time to time to be fixed by resolution of the Board of Directors. All persons nominated or elected to the board shall be an owner or owner's spouse, officers of a corporation or other business entity owning a condominium or a partner in a partnership owning a condominium

**Section 3. Term of Office: Resignations.** Each Board Member shall serve a term of three years or the until his successor is elected, or until his earlier resignation, removal from office or death. Any board member may resign at any time by oral statement to the effect made at the meeting of the Board or in writing to the effect delivered to the Secretary of the corporation, such resignation to take effect immediately or at such other time as the resigning Board Member may specify.

**Section 4. Powers and Duties.**

- a. Except as otherwise provided by law, the Declaration, Articles of Incorporation or these By-Laws, all power and authority of the corporation shall be exercised by the Board of Directors. In conducting the purposes of protecting and The Villas and subject to the limitations prescribed by law, the Declaration, Articles of Incorporation or these By-Laws, the Board, for and on behalf of the corporation may:
- (i) make contracts.
  - (ii) effect insurance.
  - (iii) borrow money, and, issue, sell and pledge notes, bonds, and other evidence of indebtedness of the corporation.
  - (iv) Levy assessments against owners.
- b. In addition to the foregoing, the Board of Directors shall have the following specific duties and powers:
- (i) 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 corporation affairs, and to present a statement thereof to members at the Annual Meeting.**
- (B) Supervise all independent contractors and employees of the corporation, and to see that their duties are properly performed.**
- (C) As more fully provided in the Declaration or these By-Laws, to:
  - (1) foreclose the lien against any condominium of a member for which assessments or dues are not paid within thirty (30) after due date or to bring an action at law against the owner personally obligated to pay the same; and**
  - (2) send written notice of any assessment to every owner at least thirty (30) days in advance.****

**(ii) Powers: The Board of Directors shall have the power to:**

- (A) adopt and publish rules and regulations governing the use of the facilities of the corporation, and the personal conduct of the members and their guests thereon and establish penalties for the infraction thereof.**
- (B) suspend the voting rights and the right to use recreational facilities of a member during any period in which such member shall be in default in the payment of dues or 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 from infraction of published rules and regulations.).**
- (C) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and**

**c. The Board of Directors shall employ for the corporation a Management Agent at a rate of compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall**

authorize. A copy of all such agreements shall be available to every member or owner upon request. Any management agreements can be canceled by either party with sixty (60) notice. Said Management Agent, subject to supervision by the Board of Directors, shall provide for the:

- (i) care, upkeep and surveillance of The Villas and the Common Area as defined in the Declaration, and provision of “exterior maintenance” on condominium structures as described in Article VIII of the Declaration, all in the manner consistent with law and the provisions of these By-Laws, the Articles of Incorporation, and the Declaration.
- (ii) Collection of assessments or carrying charges from the members and for the assertion or enforcement of liens therefor in a manner consistent with the law and the provisions of these By-Laws, the Articles of Incorporation, and the Declaration.
- (iii) Designation, hiring or dismissal of independent contractors necessary for the good working order of The Villas and the proper care of the Common Areas.
- (iv) Promulgation and enforcement of such rules and regulations and such restrictions or requirements as may be deemed proper respecting the use, occupancy and maintenance of The Villas and the use of the Common Area.

**Section 4. Fidelity Bonds.** The Board shall require that all officers and employees of the corporation who shall manage or be responsible for corporation funds shall furnish adequate fidelity bonds. The premiums for such bonds shall be paid for by the corporation.

## **ARTICLE V OFFICERS**

**Section 1. Election, Designation of Officers, and Vacancies.** The Board of Directors shall elect a President and a Vice-President, each of whom shall be a member of the Board. The Board shall appoint a Secretary and a Treasurer who are Board Members. The Board can also appoint an Assistant Treasurer and Assistant Secretary who may or may not be on the Board of Directors but are

members of the corporation. The Board may remove any officer at any time with or without cause by the majority vote of the Board Members the in office. Any vacancy in any office may be filled by the Board.

**Section 2. President.** The President shall be the chief executive officer of the corporation. They shall preside at all meetings of members of the corporation and shall preside at all meetings of the Board. Subject to the directions of the Board, the president shall have the general executive supervision over the business and affairs of the corporation. They may execute all authorized deeds, contracts and other obligations of the corporation and shall have such other authority and shall perform such duties as may be determined by the Board or otherwise be provided for in the Declarations, the Articles of Incorporation, and these By-Laws.

**Section 3. Vice-President.** The Vice-President shall perform the duties of the President whenever the President is unable to act and shall have such other authority and perform such other duties as may be determined by the Board.

**Section 4. Secretary.** The Secretary shall keep the minutes of the meetings of the members of the corporation and of the Board. They shall keep such books as may be required by the Board, shall give notices of meetings of members of corporation and of the Board.

**Section 5. Treasurer.** The Treasurer shall receive and have in charge all the money, bills, notes, and similar property belonging to the corporation, and shall do the same as may be directed by the Board of Directors. They shall keep accurate financial accounts and hold the same open for inspection and examination of the Board of Directors and shall have the authority and shall perform such other duties as are determined by the Board of Directors.

**Section 6. Delegation of Authority and Duties.** The Board is authorized to delegate the authority and duties of any officer to ant other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein. The officer of Treasurer may be held by any other officer of the corporation, except that President shall not also hold the off of Treasurer.

**ARTICLE VI  
FINANCES OF CORPORATION**

**Section 1. Reserve for Contingencies and Replacements.** The corporation shall build up and maintain a reasonable reserve for contingencies and replacements. Extraordinary expenditures not originally included in the annual estimate which may be necessary for the year shall be charged first against such reserve. If said estimated cash requirement proves inadequate for any reason, including nonpayment of owner's assessments, such extraordinary expenditures shall be assessed to the owners as provided in the Declaration. The corporation shall serve notice of such further assessment on all owners by a statement in writing giving the amount and reasons therefor, and such further assessments shall be payable with the next regular monthly payment becoming due to the corporation not less than ten (10) after delivery or mailing of such notice of further assessment. All owners shall be obligated to pay the adjusted monthly amount.

**Section 2. Annual Audit.** The books of the corporation shall be audited once a year by the Board and such shall be completed prior to the Annual Meeting.

**ARTICLE VII  
AMENDMENT**

**Section 1. Procedure.** These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a quorum of the members present, and provided that no such amendment shall conflict with the Articles of Incorporation or the Declaration.

**Section 2. Conflict.** In the case of any conflict between these By-Laws and the Articles or the Declaration, the Articles or Declaration, as the case may be, shall control.

**ARTICLE VIII  
CORPORATE SEAL**

**The Association shall have a seal in a circular form having within its circumference the words: "The Villas at Brandywine Bay Association. Inc., Corporate Seal, North Carolina, 1979."**