

**Bylaws of
Westshore Park Homeowners Association, Inc.**

ARTICLE I - Offices

- 1.1 *Principal Office.* The principal office of the Corporation shall be the registered agent address on file with the North Carolina Secretary of State. It may be changed by the Board of Directors of the Association.
- 1.2 *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 - Purposes of the Association

The purposes and duties of the Association shall be:

- 2.1 To manage the townhome development known as Westshore Park pursuant to the terms and provisions of that certain Declaration of Covenants, Conditions and Restrictions for Westshore Park, (the Declaration) as amended and the terms of these bylaws.
- 2.2 To enforce the provisions of these Bylaws, the Declaration, and any Rules and regulations promulgated by the Associations Board of Directors.
- 2.3 To promote and protect the enjoyment and beneficial use and ownership of all of the Common Area and the Lots within the Westshore Park development.
- 2.4 No part of the net earnings of the Association shall inure to the benefit of its members, the members of its Board of Directors or its officers, or to any other person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the above stated purposes.

ARTICLE III – Members

- 3.1 *Classes of Members.* The Corporation shall have one class of members, consisting of all owners of lots within the subdivision known as Westshore Park, Phases I through IV as shown on the various plats of said Phases recorded in the Office of the Register of Deeds in Cumberland County.
- 3.2 *Elections of Members.* Members shall become members of the corporation upon the recordation of a deed of conveyance in the Office of the Register of Deeds in Cumberland County in which the members is names a Grantee of a lot within the subdivision, Westshore Park; by probate of a Will in which the member is named devisee of a lot in the subdivision or when the member becomes owner of the lot by operation of law in the instance of a lot owner dying intestate.

3.3 *Voting Rights*. Each member shall be entitled to one vote on each matter submitted to a vote of the members: provided that when more than one person holds an interest in any lot, all such persons shall be members. The Vote for such lot shall be exercised as they among themselves shall determine, but in no event shall more than one vote be cast with respect to any Lot.

Voting right may be suspended by the Board of Directors if a member is more than thirty (3) days past due in the payment of such persons Homeowners' Association Dues or more that sixty (6) days past due upon a duly levied assessment.

3.4 *Termination of Membership*. Membership in the corporation shall cease when the member is no longer a lot owner, provided that a personal representative of a deceased lot owner shall be entitled to all rights of member until the ownership of the deceased member's lot is transferred by deed, Will or by operation of law.

3.5 *Resignation*. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charged theretofore accrued and unpaid.

3.6 *Reinstatement*. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former membership upon such terms as the Board of Directors may deem appropriate.

3.7 *Transfer of Membership*. Membership in this Corporation is not transferable or assignable.

ARTICLE IV – Meetings of Members

4.1 *Annual Meeting*. An annual meeting of the members shall be held during the same month each year, as determines by the Board of Directors, at the hour to be determined by the Board of Directors, for the following purposes:

- a) To ratify or reject the summary of the proposed budget submitted by the Board of Directors.
- b) To elect the Board of Directors of the Association.
- c) To transact any other business that may come before the membership, including but not limited to the adoption and/or repeal of any Rules and Regulations governing the Westshore Park development.

4.2 *Special Meetings*. Special meetings of the members may be called by the Chairman, President the Board of Directors, or not less than one tenth of the members having voting rights.

4.3 *Place of Meetings*. The Board of Directors may designate a place within Cumberland County, North Carolina as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall the principal office of the Corporation in the State of North Carolina.

4.4 *Notice of Meetings.* Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, or by electronic e-mail to each member entitled to vote at such meeting, not fewer than 10 days before the date of such a meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting.

In case of a special meeting or when required by statute or by these Bylaws, the purposed or purposes for which the meeting is called shall be stated in the notice. 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 on the corporation's current list of members, with postage thereon prepaid. In the case of members who are residents of the same household and who have the same address, the corporation may mail a single notice to such members jointly.

4.5 *Informal Action by Members.* Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, 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 entitled to vote with respect to the subject matter thereof.

4.6 *Quorum.* The members holding one-half of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

4.7 *Proxies.* At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Any form of proxy which is sufficient in law may be used, but the form as shown below shall be deemed sufficient.

Sufficient Form of Proxy

The undersigned hereby irrevocably constitute and appoint _____ their attorney-in-fact and proxy for the sole purpose of casting the vote allocated to Lot ____ at that meeting of members of Westshore Park Homeowners Association to be held on _____. The undersigned hereby ratify and confirm all such votes cast on behalf of said lot said meeting and certify that they are fully authorized to execute this instrument on behalf of all owners of any fee interest in said Lot.

This the ____ day of _____, _____.

Signature of Member

4.8 *Voting by Mail.* Where directors or officers are to be elected by members, such election may be conducted by mail in such a manner as the Board of Directors shall determine.

ARTICLE V – Board of Directors

5.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board of Directors.

5.2 Number, Term and Qualifications. The number of directors constituting the Board of Directors shall be not less than three, not more than five members. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been elected and qualified. Directors need not be residents of the State of North Carolina but must be members of the Corporation.

5.3 Election of Directors. Directors shall be elected at any annual or special meeting of the members at which a quorum is present by a majority of the members then present. Each director elected shall hold office until his successor is elected and qualifies.

5.4. Removal. Directors may be removed from office at any time with or without cause by the directors by such vote as would be required to elect a member of the Board of Directors.

5.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.6. Chairman of the Board. There shall be a Chairman and Vice-Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice-Chairman shall be officers of the Corporation.

5.7 Compensation. The Board of Directors may compensate directors for their services as such and may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board of Directors. This shall not preclude directors from serving the Corporation in other capabilities and receiving compensation for such other services.

5.8 Specific Powers and Duties.

- a) **Annual Budget.** The Board will adopt a proposed budget for the Association to be approved or rejected by the membership of the Association at its annual meeting. The proposed budget shall be adopted at a meeting of the Board to be held prior to the annual meeting of the membership of the Association. The proposed budget shall be deemed ratified by the Lot owners unless at the annual meeting more than fifty percent (50%) of the lot owners vote to reject it. In the event the proposed budget is rejected, the periodic budget last ratified shall be continued until such time as the membership ratifies a budget subsequently proposed by the Board of Directors.

- b) *Assessments.* The Board shall make and collect assessments against all the Lots as stated in the Declaration and as authorized by law.
- c) *Management Control.* The Board may contract a management agent to perform and execute such duties, functions, and responsibilities of the Board as the Board may deem appropriate; however, no such contract shall relive the Board from its fiduciary duty to the Association.
- d) The board shall have the power and authority to adopt such Rules and Regulations for the use of the common areas as will promote the safety and enjoyment of Lot Owners.

ARTICLE VI – Meetings of Directors

6.1 *Annual Meetings.* The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the Corporation each year of each year, for the purpose of electing officers of the Corporation and for the transaction of any other business properly before the Board of Directors.

6.2 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Chairman or any director.

6.3. *Place of Meetings.* The annual or any special meeting of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in the office.

6.4 *Notice of Meetings.* The Secretary shall give notice of each annual meeting of the Board of Directors by mailing such notice to each director at least ten days before the meeting. The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by mailing such notice to each director at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

6.5 *Waiver of Notice.* Any director may waive written notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a director at a 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 a meeting is not lawfully called or convened.

6.6 *Quorum.* A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.7 *Manner of Acting.* Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6.8 *Presumption of Assent.* A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transaction business at the meeting or his dissent is otherwise entered in the minutes of the meeting, or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent is not available to a director who voted in favor of such action.

6.9 *Informal Action by Directors.* Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

6.10 *Participation by Telephone.* Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE VII – Committees

7.1 *Committees of Directors.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Architectural Control Committee to perform the duties set forth in Article V of the Declaration Of Covenants and Restrictions for Westpark Park, Book 4573, Page 141 Cumberland Registry, said Article V being entitled “Architectural Control”. The committee shall consist of not less than three members of the Corporation, one of which shall be a member of the Board of Directors.

In the absence of a duly appoint Architectural Control Committee, the architectural control duties designated in Article V of the Declaration shall be performed by the Board of Directors.

7.2 *Other Committees.* Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the Chairman of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

7.3 *Term of Office.* Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.4 *Chairman*. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

7.5 *Vacancies*. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6 *Quorum*. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.7 *Rules*. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII – Officers

8.1 *Officers of the Corporation*. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. The President of the Corporation shall also serve as Chairman of the Board of Directors of the Corporation. Other officers, including one or more Vice-Presidents (Assistant Secretaries and Assistant Treasurers, may from time to time be elected by the Board of Directors. Any two or more offices, except President and Secretary, may be held by the same person. No officer may act in more than one capacity where the actions of two or more officers are required.

8.2 *Election and Term*. The officers of the Corporation shall be elected by the Board of Directors, and each office shall hold office until his death, resignation, retirement, removal. Or disqualification or until his successor shall have been elected and qualified.

8.3 *Removal*. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

8.4 *Bonds*. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time required by the Board of Directors.

8.5 *President*. The President shall be the chief executive office of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. He shall have authority over the general management of the Corporation in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. He may sign and execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.

8.6 *Vice-Presidents*. Each Vice-President, if any, shall have such powers and duties as may from time to time be assigned to him by the Board of Directors. Any Vice-President may sign and execute in the name of the Corporation instruments authorized by the Board of Directors, except where the signing and execution of such document shall be expressly delegated but the Board of Directors or the President to some other office or agent of the Corporation or shall be required by law otherwise to be signed or executed. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-Presidents in the order of the lengths of their service as Vice-Presidents, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

8.7 *Secretary*. The Secretary shall keep the minutes of the meetings of the Board of Directors. He shall keep all minutes of all such meetings in books designed for those purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall have charge of the books, records, and papers of the Corporation. He shall have custody of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized and shall sign such instruments as may require his signature. He shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman, by the Board of Directors, or by these Bylaws.

8.8 *Assistant Secretaries*. In the absence of the Secretary or in the event of his death, inability, or refusal to act, any Assistant Secretary designated by the Chairman, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as may be assigned to them by the Secretary, by the Chairman, or by the Board of Directors. Any Assistant Secretary may sign with the President or a Vice-President, documents authorized to be signed by the Secretary.

8.9 *Treasurer*. The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may designate those persons whose signatures or authority such funds may be disbursed. He shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statement; and (iii) for the preparation and filing of all tax returns required by law.

The Association may choose to delegate the Association handling of monies to a professional management company in which instance, the duties of the Treasurer shall be performed by said company under the supervision of the Treasurer and the Board.

8.10 *Assistant Treasurers*. In the absence of the Treasurer or in the event of his death, inability, or refusal to act, and Assistant Treasurer designated by the Chairman, unless otherwise determined

by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the Chairman, or by the Board of Directors.

8.11 *Validity of Signatures.* In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he remained in such office until such delivery.

8.12 *Compensation.* The compensation of all officers of the Corporation shall be fixed by the Board of Directors, and no officer shall serve the Corporation in any other capacity and receive compensation therefore unless such additional compensation is authorized by the Board of Directors prior to the rendition of such services,

8.13 *Pronoun Definition.* The pronoun “he” as used in this article shall be consider “gender neutral.” The office of President, Secretary, Treasurer, Vice President, Assistant Secretary or Assistant Treasurer may be occupied by a member of either biological sex or declared sexual orientation.

ARTICLE IX – Indebtedness

No indebtedness of the Corporation shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured and secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

ARTICLE X – Contracts, Loans, Checks, and Deposits

10.1 *Contracts.* The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to special instances.

10.2 *Loans.* No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

10.3 *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

10.4 *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE XI – General Provisions

11.1 *Seal*. The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

11.2 *Waiver of Notice*. Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws. A waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

11.3 *Indemnification*. The Corporation shall indemnify its officers and directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.

11.4 *Fiscal Year*. The fiscal year of the Corporation shall be the calendar year.

11.5 *Dues and Assessments*.

(a) There shall be no initiation Dues payable to become a member of the Corporation.

(b) Assessments for Maintenance and all Special Assessments for Capital Improvement or any other purpose and the payment thereof by members of the Corporation shall be governed by the provisions of the Declarations of Covenants Conditions and Restrictions for Westshore Park, as may be amended, and recorded in the Cumberland County Registry.

(c) *Default in payment of Assessments*. When any member shall be in default in the payment of assessments for a period of thirty days the Corporation may institute legal proceedings to enforce the collection of the same.

11.6 *Amendments of Bylaws*. Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted by majority vote of the members of the Corporation.

IN TESTIMONY WHEREOF, the foregoing were adopted as the Bylaw of the Association on the date set forth below.

WESTSHORE PARK HOMEOWNERS ASSOCIATION, INC.

Secretary

Date