

**WILLIAMSBURG PLANTATION  
HOMEOWNERS ASSOCIATION, INC.  
BYLAWS**

ARTICLE I

MEETINGS OF MEMBERS

Section 1: The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association or at the discretion of the directors, and each subsequent regular annual meeting of the members shall be held on the same day and the same month of each year thereafter.

Section 2: Special meetings of the members may be called at any time by the President of the executive board, or upon written request of 40% of the members.

Section 3: Written notice of each meeting shall be given by, or at the direction of the secretary or person(s) authorized to call the meeting, by hand delivering or mailing a copy of such notice, postage prepaid, at least ten (10) days and not more than 50 days before such meeting to each member.

Section 4: Within 30 days after adoption of any proposed budget for the Association, the executive board shall provide a summary of the budget to all the members. The budget shall be considered at a meeting of the lot owners.

Section 5: The presence at the meeting of members or proxies entitled to cast ten percent (10%) of the votes shall constitute a quorum for any action except as otherwise provided by law.

Section 6: Every lot owner shall be entitled to one vote for each lot owned; provided that a lot owned by more than one person shall have only one vote.

Section 7: Votes allocated to a lot may be cast pursuant to a dated written proxy signed by a lot owner. A lot owner may not revoke a proxy except by written notice delivered to the person presiding over a meeting of the Association. A proxy terminates one (1) year after its date, unless it specifies a shorter term.

## **ARTICLE II**

### **OFFICERS AND EXECUTIVE BOARD: SELECTION: TERM OF OFFICE**

Section 1: The affairs of the Association shall be managed by an executive board of three (3) members, who shall be entitled to act on behalf of the Association.

At the first meeting of the Association, nomination for election of the executive board shall be made from the floor at the annual meeting until such election of the executive board, the affairs of the Association shall be managed by the Directors as set out in the Articles of Incorporation. Election shall be by secret written ballot and by a majority of the lot owners when a quorum is present. Cumulative voting is not permitted.

Section 2: At the first annual meeting three (3) executive board members shall be elected to serve until the following annual meeting.

Section 3: In the event of death, resignation or removal of an executive board member, his successor shall be selected by a majority of the members voting at a meeting when a quorum is present.

Section 4: No executive board member shall receive compensation for any service he may render to the Association; however, with the prior approval of the executive board, any executive board member may be reimbursed for actual expenses incurred in the performance of his duties.

Section 5: The executive board shall have the right to take any action in the absence of a meeting which they could take at a duly held meeting by obtaining the written consent of all the executive board members to the action. Any action so approved shall be filed in the corporate books and records and shall have the same effect as though taken at a meeting of the executive board.

## **ARTICLE III**

### **MEETINGS OF EXECUTIVE BOARD**

Section 1: After election of the executive board, meetings of the executive board shall be held quarterly, without

notice, at such place and hour as may be fixed from time to time by resolution of the board. Special meetings of the executive board may be called by any member of the executive board, after not less than five (5) days notice to each executive board member.

Section 2: A majority of the executive board members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the executive board members present at a duly held meeting shall be regarded as the act of the board.

#### **ARTICLE IV**

##### **POWERS AND DUTIES OF THE EXECUTIVE BOARD**

Section 1: Subject to the provisions contained herein and applicable law the executive power and authority to exercise all the rights of the Association including, but not limited to:

- (a) Adopt rules and regulations governing the use of the common area and facilities, the personal conduct of the members and their guests thereon, and establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right of use of the recreational facilities of a member during any period in which member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) Declare the office of a member of the executive board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the executive board;
- (d) Employ a manager, an independent contractor, or other employees as they deem necessary, and prescribe their duties; provided always, any contract for professional management must contain a clause requiring not more than 90 days termination notice;

(e) Procure, maintain and pay premiums on an insurance master policy(s) and equitably assess the owners of the same for their pro-rata portion of such expense;

(f) Impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements other than for service provided to lot owners; and

(g) Exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;

(h) Exercise any other powers necessary and proper for the governance and operation of the Association: and

(i) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

Section 2: It shall be the duty of the executive board to:

(a) cause the common elements to be maintained, repaired, and replaced as necessary, and to assess the lot owners to recover the cost of the upkeep of the common elements:

(b) keep a complete record of all its acts and corporate affairs and present a statement thereof to the members at the annual meeting, or at any special meeting when such is requested in writing by 40% of the members;

(c) supervise all officers, agents and employees of the Association, and see that their duties are properly performed;

(d) fix the amount of the annual assessment at least thirty (30) days in advance of each annual assessment period pursuant to the provisions set forth in the declaration of WILLIAMSBURG Plantation;

(e) send written notice of each assessment to every owner at least thirty (30) days in advance of each assessment period;

(f) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due

date or to bring an action at law against the owner personally obligated to pay the same;

(g) issue, or have issued, a receipt setting forth whether or not any assessment has been paid. A reasonable charge may be made for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(h) procure and maintain, at all times, adequate hazard insurance on the property owned by the Association and all property for which the Association has the duty to maintain, and sufficient liability insurance to adequately protect the Association; and

(i) cause all officers or employees, including officers and employees of professional management, having fiscal responsibilities to be bonded, as it may deem appropriate.

## **ARTICLE V**

### **OFFICERS AND THEIR DUTIES (AMENDED SEE END OF FILE)**

Section 1: The officers of this Association shall be a president, vice-president, and secretary/treasurer. One person may act as vice president and secretary/treasurer. The officers shall be appointed by the executive board from among the members of the executive board.

#### Section 2:

(a) the president shall preside at all meetings of the executive board, see that orders and resolutions of the executive board are carried out; sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) the vice-president shall act in the place of the president in the event of his inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the executive board.

(c) the secretary shall record the votes and keep the minutes of all meetings and proceedings of the executive board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the executive board and of the

members, keep appropriate current records showing the members of the Association together with their addresses; prepare, execute, certify, and record amendments to the declaration on behalf of the Association; and perform such other duties as required by the executive board.

(d) the treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by the executive board; sign all checks and promissory notes (such checks and promissory notes to be co-signed by the president) of the Association; keep proper books of account; cause, at the option of the executive board, an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting, and deliver a copy to each member.

## **ARTICLE VI**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member or a mortgagee of any member. The articles of incorporation and the declaration and bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE VII**

### **CORPORATE SEAL**

The Association, shall have a seal in circular form having within its circumference the words: **"WILLIAMSBURG PLANTATION HOMEOWNERS ASSOCIATION, INC."** and the words: **"CORPORATE SEAL, 20\_\_\_\_"** in the center thereof.

## **ARTICLE VIII**

### **AMENDMENTS TO THE BYLAWS**

Section 1: These bylaws may be amended, at a regular or special meeting of the members, by a vote of the majority of the members.

IN WITNESS THEREOF, WILLIAMSBURG PLANTATION HOMEOWNERS ASSOCIATION, INC. has caused this instrument to be executed in its name by its duly authorized officers, this the \_\_\_\_\_ day of February, 2001.

WILLIAMSBURG PLANTATION  
HOMEOWNERS ASSOCIATION, INC.

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

ATTEST:

\_\_\_\_\_  
Secretary

STATE OF NORTH CAROLINA  
COUNTY OF CUMBERLAND

I, \_\_\_\_\_, a Notary Public of said County and State do hereby certify that \_\_\_\_\_, Personally appeared before me this day and acknowledged that he is the Secretary of Williamsburg Plantation Homeowners Association, Inc., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by him as its Secretary.

Witness my hand and notarial seal this the \_\_\_\_\_  
Day of February, 2001.

\_\_\_\_\_  
NOTARY PUBLIC

My commission Expires: \_\_\_\_\_

**WILLIAMSBURG PLANTATION  
HOMEOWNER'S ASSOCIATION, INC.  
BYLAWS**

AMENDMENT TO ARTICLE V: OFFICERS AND THEIR DUTIES

Section 1 to read: "The elected officers of this Association shall be a President, Vice-President and Treasurer. The officers shall be appointed by the executive board from among the members of the executive board. The position of Secretary shall be a voluntary position, to be filled from applicants to the executive board. Appointment shall be valid for a year, and renewable by the unanimous decision of the executive board. In the event that the Secretary cannot fulfill the duties as expressed in Section 2(c), the executive board is empowered to appoint a new Secretary from the volunteer pool."



**SECOND AMENDMENT (2009) to BY-LAWS of  
WILLIAMSBURG PLANTATION HOMEOWNERS ASSOCIATION, INC.**

**SECTION 1. NAME.** This Amendment shall be known as **THE AMENDMENT TO INCREASE THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AND TO MODIFY THE TERMS OF OFFICE AND THE AMENDMENT TO ESTABLISH AN AUDIT COMMITTEE.**

**SECTION 2. PURPOSE AND COMMENT:** The Owners' Association was incorporated in 2001 to administer the operation of the **WILLIAMSBURG PLANTATION** as filed with the Secretary of State on October 5, 2001. Article II of the By-Laws provides that, the affairs of the Association shall be managed by a Board of three (3) directors, sometimes referred to as "Executive Board." The Board of Directors and several owners have questioned the need for additional Board members in light of the need to have additional input and experience and to avoid the failure to obtain a quorum. This Amendment is designed to provide for an additional four (4) Board members for a total number of seven (7) Board members.

In addition, Article V of the By-Laws provides that, as part of the duties of the Treasurer, he shall cause, at the option of the Board of Directors, an audit to be made by a Certified Public Accountant. The Board of Directors and several owners have questioned the need for the expenditure in light of other maintenance needs and to avoid an increase in assessments. Mindful, however, of the need for full, accurate and accessible records, the Board proposes to institute an Audit Committee to review, on an annual basis, the financial records of the association and report its findings to the Owners in an informal fashion.

**SECTION 3. SEVEN (7) MEMBER BOARD ESTABLISHED TERMS:**

A. Number of Members. Article II, Section 1 of the By-Laws is hereby deleted in its entirety and the following is inserted in lieu thereof:

**Article II, Section 1. (a) Number.** The affairs of this Association shall be managed by a Board composed of seven (7) directors, all of whom shall be members of the Association.

**(b) Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the President prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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. The Nominating Committee shall examine the qualifications of those nominated, included but not limited to, time

**available, apparent commitment, willingness to attend association classes and seminars, compliance with Restrictive Covenants, current dues status, and intended residency in the subdivision.**

**(c) Election. Election to the Board of Directors shall be by written ballot. At such election, the voting members or their proxies may cast one (1) vote for each vacancy. The persons receiving the largest number of votes shall be deemed elected for the longer term, and in order thereafter for shorter terms. Cumulative voting is not permitted. The corporation shall make the list of members available at the meeting, and any member is entitled to inspect at any time during the meeting or any adjournment. All ballots and members lists used in the election shall be available for inspection on written demand by any member at a reasonable time.**

**B. Terms Modified. Article II, Section 2 of the By-Laws is hereby deleted in its entirety and the following is inserted in lieu thereof:**

**Article II, Section 2. Term of Office. Each director shall serve a term of two (2) years, and at each annual meeting, the members shall elect the appropriate number of directors to fill the upcoming vacancies. At the first election after the adoption of this Amendment, the members shall elect three (3) Directors for a term of two (2) years, four (4) Directors for a term of one (1) year; and at each annual meeting thereafter the members shall elect the necessary number of Directors for a term of two (2) years to replace those Directors whose term has expired. At such first election after the adoption of this Amendment, those persons receiving the highest number of votes shall be deemed to be elected to the longer terms available.**

**Upon the expiration of a member's term, the board member shall immediately return all records, correspondence, property and data of the Association.**

**C. Removal Procedure Clarified. Article II, Section 3 of the By-Laws is hereby deleted in its entirety and the following is inserted in lieu thereof:**

**Section 3. Removal. The members by a majority vote of all persons present and entitled to vote at any meeting of the lot owners at which a quorum is present, may remove any member of the Board of Directors with or without cause. It shall be the duty of the Board to remove any Director who shall offer his residence for sale in the subdivision. In the event of death, resignation or removal of a Director, a successor shall be elected by the remaining members of the Board, and shall serve until the next annual meeting. If the Director who has died, resigned, or been removed shall have one or more years remaining in his term at the time of the next annual meeting, a successor shall be elected at such meeting to serve for the remainder of the vacated term.**

**In the event of death, resignation or removal of a Director, the board member shall immediately return all records, correspondence, property and data of the Association.**

**SECTION 4. OFFICERS AND THEIR DUTIES/ TERMS:**

A. Article V, Section 1 of the By-Laws (and the Amendment of same adopted December 2003) is hereby deleted in its entirety and the following is inserted in lieu thereof:

**Article V, Section 1.**

**(a) Enumeration of Officers. The officers of this Association shall be a President and Vice President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.**

**(b) Election of Officers. The officers shall be elected by the Board of Directors at the first meeting of the Board following each annual meeting of the members.**

**(c) Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. Upon the expiration of the term of an officer, the officer shall immediately return all records, correspondence, property and data of the association.**

**(d) Special Appointments. The Board may elect such other officers as the affairs of the Association may require (such as Assistant Secretary, Vice President in charge of Recreational Facilities), each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.**

**(e) Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving notice to the Board, the President, or Secretary. Such resignation shall take effect on the date of 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. In the event of death, resignation or removal of a Director, the board member shall immediately return all records, correspondence, property and data of the association.**

**(f) Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.**

**(g) Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the**

**other offices except in the case of special offices created pursuant to subsection (d) above.**

**SECTION 5. NEW PROVISIONS RELATING TO THE PROVIDING OF FINANCIAL INFORMATION TO MEMBERS .**

**(1) AUDIT COMMITTEE ESTABLISHED:**

A. Members and Appointment. In addition to any other committee, standing or AD HOC, the President shall annually appoint three (3) owners to be members of the Audit Committee. The three (3) owners shall not be members of the Board of Directors or officers of the Association. No owner shall serve more than once in any three-year period.

B. Duties. It shall be the duty of the Audit Committee to review all financial records and financial transactions of the Association for the previous fiscal year. It shall have complete and full access to all such records and such aid as the Treasurer may be able to provide, but the Treasurer shall be prohibited from compiling the Audit Committee's report or from otherwise directing its inquiry. The word "Audit" for this provision shall mean " an extensive compilation, review or audit of the Association's books and records."

C. Review. The Audit Committee shall conduct its review and present its report to the Board of Directors during January each year or, in the event the fiscal year ends on a date other than December 31st, it shall conduct its review and present its report to the Board of Directors during the thirty (30) days immediately after the end of said year. It shall also present its report to the Association at the Annual Meeting immediately following its presentation to the Board of Directors.

**(2) AUDIT REQUIREMENT.** The Board of Directors shall require an audit of the Association books at anytime as follows:

A. Upon request of any Owner, the Board will have conducted an audit by a Certified Public Accountant. Provided, however, the cost of such audit shall be paid, in advance, by the requesting party.

B. At a meeting called for the purpose of its consideration or at any Annual Meeting upon a vote by a majority of owners, the Board will have conducted an audit by a Certified Public Accountant. The cost will be borne by the Association.

C. Upon the vote of the Board of Directors, the Board will have conducted an audit by a Certified Public Accountant. The cost will be borne by the Association.

D. Upon the request of any person or financial institution who or which holds a mortgage on the property, the Board will have conducted an audit by a Certified Public Accountant. Provided, however, the cost of such audit shall be paid, in advance, by the requesting party.

(E). The word "Audit" for this section shall mean a "more extensive compilation, review or audit of the association's books and records" as may be required by NCGS 47F-3-118.

**SECTION 6: CONFLICTING PROVISIONS AMENDED:** All provisions of the By-laws inconsistent herewith shall be deemed amended.

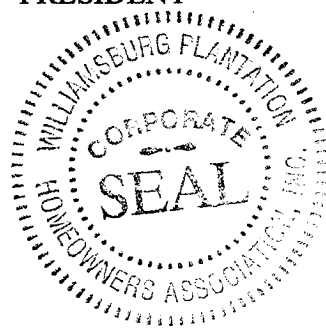
**ADOPTED THIS THE 20TH DAY OF FEBRUARY, 2010, at a meeting of the WILLIAMSBURG PLANTATION HOMEOWNERS ASSOCIATION, INC., called according to the By-Laws of said Association, and upon such notice as required thereby.**

**WILLIAMSBURG PLANTATION  
HOMEOWNERS ASSOCIATION, INC.**

BY: Michael R Sentes  
PRESIDENT

(CORPORATE SEAL)  
ATTEST:

Jewel E. Bregel  
Secretary



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