

BY-LAWS
OF
WRIGHTSVILLE GREEN HOMEOWNERS ASSOCIATION INC.

APPROVED BY A MAJORITY VOTE
WRIGHTSVILLE GREEN H.O.A. MEETING
SEPTEMBER 29, 1994

BYLAWS
OF
WRIGHTSVILLE GREEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Wrightsville Green Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1918 Erin Court, Wilmington, North Carolina, but meetings may be held at such places within New Hanover County, North Carolina, as may be designated by the Board.

ARTICLE II
DEFINITIONS

Section 1: "Association" shall mean and refer to Wrightsville Green Homeowners Association, Inc., its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and restrictions recorded in Book 1385 at page 1740, of the New Hanover County Registry, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of all members or designated classes of members of the Association, including greenways and certain designated recreational areas.

Section 4: "Lot" shall mean and refer to any plot of land shown upon the last recorded subdivision map of the Properties on which such plot appears (provided said map has been approved by Declarant), with the exception of the Common Area, and non-residential area.

Section 5: "Lot in Use" shall mean and refer to any lot on which a dwelling unit, has been fully constructed and occupied as a dwelling unit.

Section 6: "Member" shall mean and refer to every person or entity who hold membership in the Association.

Section 7: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8: "Declarant" shall mean and refer to W-G Construction, Inc., and those of its successors and assigns, if any, to whom the rights of the Declarant hereunder are expressly transferred hereafter, in whole or in part, and subject to such terms and conditions as the Declarant may impose.

Section 9: "Amenities" shall mean the facilities constructed, erected, or installed on the Common Area for the use, benefit and enjoyment of Members.

ARTICLE III MEMBERSHIP AND PROPERTY RIGHTS

Section 1: MEMBERSHIP. Every owner of a lot which is subject to assessments shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot subject to assessment. The voting rights of the members shall be as provided by the Declaration.

Section 2: PROPERTY RIGHTS. Each member shall be entitled to the use and enjoyment of the facilities as provided in the Declaration. Any member may delegate his rights of enjoyment of the Common Area and facilities to the members of his family, his tenants, or contract purchasers who reside on the property. Such member shall notify the secretary of the Association in writing of the name of the delegate. The rights and privileges of such delegates are subject to suspension to the same extent as those of the member.

ARTICLE IV MEETINGS OF MEMBERS

Section 1: ANNUAL MEETINGS. The annual meeting will be held the second Tuesday of October at the hour of 7:00 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2: 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 Class A membership.

Section 3: NOTICE OF MEETINGS. Except as otherwise provided in the Articles of Incorporation, the Declarations or these By-laws, written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call meeting, by mailing a copy of such notice, postage prepaid, at least 30 days before such meetings to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of the notice. Such notice shall specify the place, day and hour of the meeting. Waiver by a member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 4: QUORUM. The presence at the meeting of a number of members entitled to cast, and of proxies entitled to cast votes when totals at least 60% of all votes outstanding shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting. A subsequent meeting may be called within 60 days at which time the required quorum shall be one-half of the quorum required at the preceding meeting.

Section 5: 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 lot or when otherwise withdrawn by the member.

Section 6: VOTING. At all meetings of members, a number of votes equal to at least 51% of the quorum set forth in Section 4 above must vote yes or no in order to pass or fail a motion for action.

ARTICLE V

BOARD: SELECTION: TERM OF OFFICE

Section 1: NUMBER. The affairs of this Association shall be managed by a Board of four (4) officers.

Section 2: TERM OF OFFICE. At the first annual meeting the members shall elect three officers for a term of two (2) years. An additional officer and a delegate at large shall be added the next year serving a term of two (2) years. As terms expire, additional officers shall be elected by the membership.

Section 3: REMOVAL. Any officer may be removed with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of an officer, his office shall be filled by the delegate at large until the next annual meeting when the membership shall vote to fill the vacancy.

Section 4: COMPENSATION. No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expense incurred in the performance of his duties.

Section 5: ACTION TAKEN WITHOUT A MEETING. The officers shall have the right to take any action in the absence of a meeting which they could take without a vote by the members at a meeting. Such action shall require the written approval of all the officers. Any action so approved shall have the same effect as though taken at a meeting of the officers. The officers may not make non-budgeted purchases without the approval of the membership.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS

Section 1: NOMINATION. Nominations are to be made from the floor at the annual meeting. There is no limit to the number of nominations that can be made for each vacant office.

Section 2: ELECTION. Election to the Officers shall be by written ballot. At each election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETING OF OFFICERS

Section 1: REGULAR MEETINGS. Regular meetings of the Officers shall be held monthly, or at such other periodic intervals as may be established by the Officers from time to time, without notice, at such place and hour as may be fixed from time to time by resolution of the Officers. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2: SPECIAL MEETINGS. Special meetings of the Officers shall be held when called by the president of the Association, or by any two Officers, after not less than three (3) days notice to each Officer.

Section 3: QUORUM. A majority of the number of Officers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Officers.

ARTICLE VIII
POWERS AND DUTIES OF THE OFFICERS

Section 1: POWERS. The Officers shall have power to:

A. Enforce all aspects of the Covenants and Restrictions, By-Laws, and Rules and Regulations.

B. Exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these Bylaws, the Article of Incorporation, or the Declaration.

C. Declare the office of a member to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Officers.

D. Employ attorneys to represent the Association when deemed necessary, with amount not to exceed Two Hundred Dollars (\$200.00).

Section 2: DUTIES. It shall be the duty of the Officers 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 any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote.

B. Supervise all agents and employees of this Association, and to see that their duties are properly performed.

C. As more fully provided in the Declaration, to:

(1) Fix the amount of annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.

(2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period.

(3) 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.

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 been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate stated an assessment has been paid such certificate

E. Procure and maintain adequate liability insurance covering the Association, officers, and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association.

F. Cause all officers having fiscal responsibilities to be bonded, as it may deem appropriate.

G. Cause the Common Areas to be maintained.

H. Pay all ad valorem taxes and public assessments levied against the Common Area.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1: ENUMERATION OF OFFICERS. The officers of this Association shall be a president and a vice president, a secretary and a treasurer and such other officers as the Board may, from time to time, by resolution, create.

Section 2: ELECTION OF OFFICERS. The election of officers shall take place at the annual meeting of the members.

Section 3: TERM. The officers of this Association shall be elected annually and each shall hold office for two (2) years unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4: RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the 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.

Section 5: VACANCIES. A vacancy in any office may be filled by the delegate at large. The officer appointed to such vacancy shall serve for the remainder of the year until elections are held at the annual meeting.

Section 6: DUTIES. The duties of the officers are as follows:

A. PRESIDENT. The president shall preside at all meetings of the membership and Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments approved by the membership and shall co-sign checks and promissory notes.

B. VICE-PRESIDENT. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

C. SECRETARY. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and meetings of the Board and of the members; keep appropriate current records showing the members together with their addresses, and shall perform such other duties as required by the Board. The secretary shall have the authority to co-sign checks in the absence of the President.

D. TREASURER. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an independent public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meetings and deliver a copy of each to the members.

E. DELEGATE AT LARGE. The delegate at large shall attend meetings of the Board but shall only have voting rights in the event of a tie. The delegate shall fill any office vacated through the year until elections are held at the annual meeting.

Section 8: MULTIPLE OFFICERS. The offices of secretary and treasurer or vice president 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 Section 4 of this article.

ARTICLE X INDEMNIFICATION OF OFFICERS

The Association shall indemnify any officer or former officer of the Association against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. This indemnification does not include any liabilities and expenses incurred as a result of being an owner.

ARTICLE XI COMMITTEES

The Board shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XII 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. The Declaration, the Articles of Incorporation and the 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 XIII ASSESSMENT

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which are not paid when due shall be delinquent. No owner may waive or otherwise escape liability for assessments provided for herein by non-use of the Common Area or abandonment of his lot.

ARTICLE XIV CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Wrightsville Green Homeowners association, Inc.

ARTICLE XV AMENDMENTS

Section 1: These By-Laws may be amended, at a regular or special meeting of the members, by a vote of two-thirds (2/3) of the Class A membership or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership.

Section 2: In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XVI
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, these By-Laws have been attached and appended to the Declaration of Covenants, Conditions and Restrictions dated July 29, 1987.