



BYLAWS
BRUNSWICK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.
A Non-Profit Corporation

As amended Sept. 2, 2008, Oct. 7, 2008, Nov. 4, 2008, Feb. 21, 2012

ARTICLE I
NAME AND LOCATION

NAME AND LOCATION: The name of the Corporation is Brunswick Plantation Property Owners Association, Inc. The principal office shall be located at Brunswick Plantation, Calabash, North Carolina, but meetings of Members and Directors may be held at such places within the State of North Carolina as may be designated by the Board of Directors.

ARTICLE II
MEETINGS OF MEMBERS

Section 1: ANNUAL MEETINGS: The annual meeting of Members shall be held during the first full week of May on any day of the week from Monday through Friday, at any time between 9 a.m. and 7 p.m., and at Brunswick Plantation or a location no more than 25 miles from Brunswick Plantation. The date, time, and location shall be determined by the Board of Directors with announcement of such meeting to be made to the membership as specified in Section 3 of this Article.

Section 2: SPECIAL MEETINGS. Special meetings of Members may be called at any time by the President or by three (3) Members of the Board of Directors or upon written request of Members who are entitled to vote ten (10%) of all votes of the membership.

Section 3: NOTICE OF MEETINGS. Written notice of each meeting of Members, shall be given by, or at the direction of the Secretary or other person authorized to call the meeting, by sending a copy of such notice, either by U.S. Mail, postage prepaid, or by electronic means, at least ten (10) days, but not more than sixty (60) days, before such meeting to each Member entitled to vote thereat, addressed to the Member's Postal or Electronic address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of receiving notice. Such notice shall specify the day, hour and place of the meeting and in the case of a special meeting, the purpose of the meeting.

Section 4: QUORUM. The presence at the meeting, in person or by proxy, of Members entitled to cast 25% of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

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. Proxies shall be revocable, and the proxy of any Owner shall automatically terminate upon conveyance by him of his property subject to the assessment.

6
Meg Mayol
TOTAL 26.00 REV TC# IS.
REC# CK AMT CK#
60.00 BY LM
NS 25.00

ARTICLE III
BOARD OF DIRECTORS; TERM OF OFFICE; REMOVAL

Section 1. NUMBER. The affairs of the Association shall be managed by a Board of Directors consisting of five Directors. Four of the Directors shall be elected by the Members of the Association from among the Members in accordance with the provisions for elections as prescribed in Section 4 of this Article. The fifth Director shall be appointed by Caw Caw Land Corporation.

Section 2. TERM OF OFFICE. Directors elected by the Members shall be elected for two year terms, with two of the four elected Directors to be elected each year. The Director appointed by Caw Caw Land Corporation shall serve a one year term or until a successor is duly appointed. The terms of office shall begin and end at the time of the annual meeting. Announcement of election results and formal installation of new directors shall be the meeting's first order of business. After the new Board is seated, its Members shall formally elect the Association officers, as provided in Article VI, Section 2.

Section 3: REMOVAL. Any Director elected by the Membership may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, a successor who shall serve for the unexpired term, shall be selected by the remaining members of the Board.

Section 4: ELECTION PROCEDURES. The annual election procedures are as follows:

a) Notice of the election and solicitation of nominations shall be sent by U.S. Mail or electronic means to all POA members no later than Jan. 5 each year with a deadline for submission of nominations of Feb. 15.

b) Members desiring to serve as Directors may nominate themselves. Members who nominate other members must include written approval of the member being nominated. All nominations must include a resume of the nominee's background. There is no limit on the number of terms served by a Member or the number of times a Member may be nominated.

c) Ballots, instructions for their use, and background information on all candidates shall be mailed or sent electronically to all members no later than March 10 with a deadline of April 10 for receipt of ballots by an independent auditing or Association Management company selected by the Board of Directors to receive, verify eligibility and tabulate the votes.

d) Results of the election shall be provided by the auditing firm or Association Management company to the Board of Directors in a sealed envelope no later than April 20. The envelope shall be opened and results disclosed by the President at a special meeting of the Board of Directors called for no later than April 25 to which all candidates are invited. Results shall be announced to the membership at the Annual Meeting.

e) Directors who will make up the Board after installation at the Annual Meeting may hold one or more organizational meetings after election results are announced



prior to the Annual Meeting in order to provisionally elect officers and conduct such other organizational functions they deem necessary.

ARTICLE IV
 BOARD OF DIRECTORS; MEETINGS

Section 1: REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least bi-monthly at such place and hour as may be fixed from time to time by resolution of the Board. A portion of every regular meeting of the Board of Directors shall be open to the Members and Members shall be given an opportunity to address the Board.

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

Section 3. QUORUM. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

ARTICLE V
 BOARD OF DIRECTORS; POWERS AND DUTIES

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

- a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities including the personal conduct of the Members and their guests thereon; and to establish penalties for infractions of such rules and regulations.
- b) Suspend the voting rights and right to use of the Common Areas of any Member during any period in which such Member is 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 thirty (30) days for infraction of published rules and regulations.
- c) Exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these Bylaws.
- d) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

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

- a) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;
- b) Fix the amount of the annual assessment against each Lot, Dwelling, Recreational Amenity or other Business Entity in advance of each annual assessment period; and
- c) Send written notices of each assessment to every Owner subject thereto in advance of each assessment period; and

- d) Establish and enforce a collection policy and procedures, written in accordance with provisions of North Carolina law and the Master Declaration, against any property for which assessments are delinquent.
- e) Issue, on demand of any person, a certificate setting forth whether or not any assessment has been paid. The Board may impose a reasonable charge for the issuance of such certificates;
- f) Procure and maintain liability and hazard insurance on all property owned by the Association as it may deem appropriate;
- g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- h) Cause all property owned by the Association to be maintained.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1: ENUMERATION OF OFFICES. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer who shall at all times be members of the Board of Directors.

Section 2: ELECTION OF OFFICERS. After their installation at the Annual Meeting, Members of the Board of Directors shall formally elect the Association officers, ratifying any actions taken at earlier organizational meetings.

Section 3: TERM. Each officer shall hold office for a term of one (1) year unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 4: SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, 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. The Board shall have the authority to appoint standing and ad hoc Committees and Councils to perform such duties as are determined by the Board. A listing of all such Committees and Council including a description of their responsibilities, authorities, and means of appointment shall be maintained in the Association office and made available to Members upon request.

Section 5: RESIGNATION AND REMOVAL. Any officer may be removed from office by the Board at any time with or without cause. 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 late time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: VACANCIES. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

Section 7: MULTIPLE OFFICES. No person shall simultaneously hold more than one of the offices, except in the case of special offices created pursuant to Section 4 of this Article

Section 8: DUTIES. The duties of the officers are as follows:

- a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, and other instruments.

b) Vice President: The Vice President shall act in the place 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 affix it to all papers so requiring; serve notice of meetings of the Board to members; keep appropriate current records showing the Members of the Association together with their addresses.

d) The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as are directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of the accounts; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each Member, and a report which shall be given at the regular annual meeting of Members.

ARTICLE VII ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments. All annual assessments shall be paid as designated by the Board of Directors. Any assessments not paid when due are considered delinquent. Interest, costs, and reasonable attorney's fees for collection shall be added to the amount of any assessment due. No Owner may waive or otherwise escape liability for assessments by non use of the common properties or abandonment of his property. Delinquent assessments and costs shall constitute a continuing lien on the property which generated the assessment until paid.

ARTICLE VIII BOOKS AND RECORDS; INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any Member upon fifteen (15) days prior written notice. The Declaration, Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE IX CORPORATE SEAL

The Association shall have a seal in a circular form having within its circumference the words BRUNSWICK PLANTATION PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE X AMENDMENTS

Prior to and after Turnover, these Bylaws may be amended by the Board of Directors at any regular or special meeting.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XII
CONFLICTS

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in case of any conflict between the Declaration and these Bylaws, the Declaration shall control; in case of a conflict between the Articles and the Declaration, the Declaration shall control.

Certification

I the undersigned do hereby certify:

That I am the duly elected and acting President of the Brunswick Plantation Property Owners Association Inc., a North Carolina non-profit corporation;

That the forgoing by-Laws constitute the amended By-Laws of said Property Owners Association as duly adopted at a meeting of the Board of Directors thereof held on the 21st day of February, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Property Owners Association this 21st day of February, 2012



Lee Wedding

President

Attest:
Branton J. Ingraham

Secretary