

**BYLAWS
OF
THE COTTAGES AT BAY RIDGE HOMEOWNERS ASSOCIATION,
INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is The Cottages at Bay Ridge Homeowners Association, Inc. (the "Association"). Meetings of members and directors may be held where, how and when as designated by the Board of Directors, except for the annual meeting, which shall be held in Atlantic Beach, North Carolina.

**ARTICLE II
DEFINITIONS**

Terms used in these Bylaws shall have the meanings assigned in Article I of the Declaration of Covenants, Conditions and Restrictions for the Association recorded in the office of the Register of Deeds of Carteret County (the "Declaration"), and, if not defined in said Article of Declaration shall have the meaning derived from the context of these bylaws where read in pari materia with the Declaration and the Articles of Incorporation of the Association.

**ARTICLE III
MEMBERSHIP AND PROPERTY RIGHTS**

Section 1. Membership. Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. 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 to the members of his family, his tenants, or contract purchasers who reside on the property. The rights and privileges of such delegate are subject to suspension to the same extent as those of the member.

**ARTICLE IV
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of members shall be held no later than May 1 at a time and location in Atlantic Beach, NC to be announced by the Board of Directors.

Section 2. Special Meeting. 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 more than one-half of all membership votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen days before such meeting to each member entitled to

vote thereat except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, 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 notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose 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 members entitled to cast more than one-half of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 5. Proxies. At all meetings of the members, each member may vote in person or by proxy unless excepted by resolution of the Board. All proxies shall be in writing, filed with the secretary, and shall expire at the adjournment of the meeting to which they apply.

Section 6. Parliamentary Authority. The rules contained in the most current edition of Robert's Rules of Order shall govern the HOA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five directors, who shall be members in good standing of the Association.

Section 2. Term of Office. At each annual meeting the members shall elect directors for staggered three year terms.

Section 3. Removal. Any director 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, his successor shall be selected by the remaining member of the Board, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the directors. Written approval may be in the form of written or electronic document. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. 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 or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors. 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. Such nominations may be made only from among members in good standing. The Nominating Committee shall be reauthorized annually by the Board.

Section 2. Election. At such 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 DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board. Meetings may be conducted, upon approval of the Board, via electronic media.

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 directors, after not less than three days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act done or decision 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 Board.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use and maintenance of the Common Area, and the personal conduct of the members and their guest in the Common Area, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of an assessment levied by the Association, or after notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations, including the covenants, bylaws and any rules promulgated by the Board.

(c) 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 Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive, regular, scheduled meetings of the Board of Directors.

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe for each of them duties which are within the powers given to the Board of Directors itself; and

(f) employ attorneys to represent the Association when deemed necessary.

Section 2. Duties. It shall be the duty of the Board of Directions to:

(a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth of all members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(i) fix the amount of the annual assessment against each Lot subject to assessment at least thirty days in advance of each annual assessment period;

(ii) sent written notice of each assessment to every Owner subject thereto at least thirty days in advance of each annual assessment period; and

(iii) foreclose the lien against any property for which assessments are not paid within thirty 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 states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability insurance covering the Association, its directors, officers, agents and employees and to procure and maintain fire and extended coverage on insurable property owned by the Association on a current replacement cost basis in an amount not less than one hundred percent of the insurable value (based on current replacement cost), and to make payment of delinquent fire insurance premiums and enforce repayment of same as more particularly provided in the Declaration of Covenants, Conditions and Restrictions;

(f) cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained; and

(h) cause the ground area around foundations of dwellings to be landscaped, and maintained.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution provide for.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. 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.

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 the 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 appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced except in the case of special offices created pursuant to Section 4 of this Article.

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

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

(b) **Vice President.** The vice president shall act in the place and stead of the president in the event of his failure, 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 on all papers requiring said seal, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Association together with the addresses, and perform such other duties as required by the Board.

(d) **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors, issue all checks and co-sign promissory notes of the Association; keep proper books of account, cause an annual audit of the Association books to be made by an audit committee to be appointed by the Board annually or by a public accountant if so determined by the Board or membership. The treasurer shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

ARTICLE X COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these bylaws. In addition, the Board of Directors shall appoint other committees as it deems appropriate in carrying out its powers and duties. All committees operate under Board authority and are reauthorized annually.

ARTICLE XI 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 maybe purchased at a reasonable cost.

ARTICLE XII ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments for each Lot subject to assessment which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at eighteen percent per annum. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fee of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XIII RIGHTS OF FIRST MORTGAGEES

Any first mortgagee of any Lot shall be entitled, upon written request to the Association to written notification by the Association of any default by the mortgagor of such Lot in the performance of such mortgagor's obligations under these Bylaws when such default is not cured within thirty days from its occurrence.

ARTICLE XIV EARNINGS

Earnings of the Association, if any, shall be preserved for the purposes of the Association stated in the Articles of Incorporation and these Bylaws; none shall inure to the benefit of any member, officer, director or other private individual except as reasonable compensation paid for services rendered or goods supplied in carrying out the declared non-profit purpose of the Association.

ARTICLE XV CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words The Cottages at Bay Ridge Homeowners Association, Inc., Carteret County, North Carolina.

ARTICLE XVI AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

ARTICLE XVII

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.

PROVISO RELATING TO TRANSITION
ARTICLE V
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE
ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

All current directors will complete their terms of office as elected. The annual election of directors will be suspended for one year in order to correct the problem of staggered terms. In 2012, three director positions will become vacant. At that point, one director, to be decided randomly, will be elected for a two-year term, and the other two will be elected for three-year terms. This one-time adjustment will establish the corrected rotation as follows:

2012: 3 directors' terms end. Elect one for two-year term ending in 2014; elect two for three-year terms ending in 2015. Note that two directors are already scheduled for terms that end in 2013. That would give the following corrected election cycle by 2015: 2 directors elected in 2013, 1 director elected in 2014, 2 directors elected in 2015. The two-year term will exist only once. After transition, all directors will be elected for three year terms thus conforming to the requirement in current Bylaws.