

**BYLAWS**  
**OF**  
**CARTER RIDGE OF PITT COUNTY HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is Carter Ridge of Pitt County Homeowners Association, Inc., hereinafter referred to as the “Association.” The initial principal office of the Association shall be located at 110-A Shields Park Drive, Kernersville, Forsyth County, North Carolina 27284, but meetings of Members and the meetings of the Board of Directors may be held at such places within the State of North Carolina as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITION**

**Section 1.** “Articles of Incorporation” shall mean and refer to the Articles of Incorporation for Carter Ridge of Pitt County Homeowners Association, Inc., a North Carolina nonprofit corporation.

**Section 2.** “Association” shall mean and refer to Carter Ridge of Pitt County Homeowners Association, Inc., a North Carolina nonprofit corporation, its successors and assigns.

**Section 3.** “Board of Directors” or “Board” shall mean and refer to the executive board of the Association, as defined by the Planned Community Act and as created by these Bylaws.

**Section 4.** “Common Area” shall mean and refer to all property, and any improvements thereon, wherever located, owned or leased by or dedicated to the Association or subjected to an easement or license in favor of the Association for the common use and enjoyment of Members.

**Section 5.** “Declarant” shall mean and refer to LeoTerra Greenville, LLC, a North Carolina limited liability company, or any successor or assign designated as Declarant in a Recorded Document executed by the immediately preceding Declarant.

**Section 6.** “Declarant Control Period” shall mean and refer to the period of time during which Declarant holds a fee interest or contractual right in any portion, however small, of the land described in **Exhibit A** and/or **Exhibit B** attached to the Declaration.

**Section 7.** “Declaration” shall mean and refer to the Declaration of Covenants, Conditions, Easements and Restrictions for Carter Ridge, and any amendments or restatements.

**Section 8.** “Lot” shall mean and refer to any separate parcel of land within the Community designated for separate ownership or occupancy and residential use.

**Section 9.** “Member” shall mean and refer to every person or entity entitled to membership in the Association as provided in Article III in the Declaration.

Section 10. “Owner” shall mean and refer to an owner of record of a fee simple interest in any Lot, including contract sellers, but excluding those having an interest only as security for the performance of an obligation. There may be more than one Owner of any single Lot.

Section 11. “Recorded Document” shall mean and refer to any document, including any map or plat of survey, recorded at the Office of the Register of Deeds of Pitt County, North Carolina.

### ARTICLE III

#### MEMBERSHIP AND PROPERTY RIGHTS

Section 1. Membership. All Owners and Declarant shall be Members of the Association. The voting rights of the Members shall be as provided by the Declaration. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes for such Lot shall be exercised as they among themselves determine. The President of the Association shall have the authority to require, upon giving not less than ten (10) day’s or more than thirty (30) day’s written notice, that such multiple Owners of a Lot file a Certificate with the Secretary of the Association, signed by all of the Owners, designating the person entitled to cast the vote for such Lot. Such Certificate shall be valid until revoked by a subsequent Certificate. If such Certificate is not filed when required, the vote of such Owners shall not be considered in determining the requirements for a quorum or for any other purpose.

Section 2. Property Rights. Each Member shall be entitled to the use and enjoyment of the Common Area as provided in the Declaration. Any Owner may delegate such Owner’s right of enjoyment to the Common Area and facilities to the members of such Owner’s family, to Owner’s tenants, or to contract purchasers who reside on the Property.

### ARTICLE IV

#### MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter at such time and place as the Board of Directors may prescribe.

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 ten percent (10%) of all the votes of the Membership of the Association.

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, not less than ten (10) day’s or more than thirty (30) day’s written notice before such meeting 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 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 Member 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, or of proxies entitled to cast, one-tenth (1/10) of the votes of the Membership of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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 Member's Lot.

Section 6. Parliamentary Rules. Roberts Rules of Order (latest edition), or such other similar publication as may be approved by the Board of Directors, shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these Bylaws or with the Statutes of the State of North Carolina.

## ARTICLE V

### BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by the Board of Directors the members of which, during the Declarant Control Period, need not be Members of the Association. During the Declarant Control Period, the Board of Directors shall consist of not less than two (2) persons. Following the expiration of the Declarant Control Period, the Board of Directors shall consist of no less than three (3) and no more than five (5) persons, as determined by the Board of Directors and the Declaration, a majority of whom shall be Owners.

Section 2. Term of Office. At the first annual meeting at which the Members are entitled to elect all of the members of the Board of Directors, at least two-thirds of the members of the Board of Directors shall be elected for a term of two (2) years and the remaining members of the Board of Directors shall be elected for a term of one (1) year; and at each annual meeting thereafter the Board of Directors members shall be elected for a term of two (2) years.

Section 3. Removal; Filling Vacancies. Any Board of Directors member elected by the Members of the Association may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association. Vacancies in the Board of Directors may be filled until the date of the next Annual Meeting of the Association or until a Special Meeting of the Members of the Association called for such purpose by the remaining Board of Directors members, except that should any vacancy in the Board of Directors be created by the removal or resignation of any person appointed by a Declarant to serve as a member of the Board of Directors, such vacancy shall be filled by a Declarant appointing, by written instrument delivered to any Officer of the Association, such successor to fill the vacated Board of Directors position for the unexpired term thereof.

Section 4. Compensation. No Board of Directors member shall receive compensation for any service such Member may render to the Association. However, any Board of Directors member may be reimbursed for such Member's actual expenses incurred in the performance of such Member's duties. In addition, no financial payments, including payments made in the form of goods or services, may be made to any member of the Board of Directors or to a business, business associate, or relative of a member of the Board of Directors except as expressly provided by these Bylaws or

payments for services or expenses paid on behalf of the Association which are approved in advance by the Board of Directors.

Section 5. Action Taken Without a Meeting. The Board of Directors members 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 all the Board of Directors members. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors members.

## ARTICLE VI

### NOMINATION AND ELECTION OF BOARD OF DIRECTORS MEMBERS

Section 1. Appointment. Declarant from time-to-time shall appoint the members of the Board of Directors which it shall be entitled to appoint in accordance with the provisions of the Declaration by written instrument presented to an Officer of the Association. Each of said individuals so appointed by a Declarant shall be deemed and considered for all purposes a Board of Directors member, and shall thenceforth perform the offices and duties of such Board of Directors member until the Board of Directors member's successor shall have been appointed or elected in accordance with the provisions of these Bylaws. Any Board of Directors member designated by and selected by a Declarant need not be a Member of the Association.

Section 2. Nomination. Nomination for the election of any Board of Directors member Declarant is not entitled to appoint pursuant to the terms of the Declaration 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 prior to each annual meeting to serve 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. Such nominations may be made from among Members or non-members.

Section 3. Election. All Board of Directors members whom Declarant shall not be entitled to designate and select under the terms and provisions of the Declaration shall be elected by a plurality of the votes cast at the Annual Meeting of the Members of the Association. At least a majority of the Board of Directors members selected by the Members of the Association shall be Members of the Association or employees, shareholders, members or partners of a corporate, limited liability company or partnership Member of the Association. Election to the Board of Directors shall be by secret written ballot. At such election the Members of the Association 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. The Association shall publish the names and addresses of all members of the Board of Directors within thirty (30) days after a Member is either elected or appointed to the Board of Directors.

## ARTICLE VII

### MEETINGS OF BOARD OF DIRECTORS MEMBERS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place and with such notice as shall be determined by resolution of a majority of the

Board of Directors members. At regular intervals, the Board of Directors shall provide Members an opportunity to attend a portion of the regular meetings of the Board of Directors and to speak to the Board of Directors about their issues and concerns. The Board of Directors may place reasonable restrictions on the number of persons who speak on each side of an issue and may place reasonable time restrictions on persons who speak.

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 Board of Directors members, after not less than three (3) days' notice to each Board of Directors member.

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

## ARTICLE VIII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to the powers enumerated in the Declaration and the Association's Articles of Incorporation, the Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members, and their guests thereon, and to establish penalties for the infraction thereof.

(b) after notice and an opportunity to be heard, suspend the voting rights and right to the use of any recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment, dues or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations.

(c) exercise for the Association all powers, duties and authority vested in or delegated to the 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 (3) consecutive regular meetings of the Board of Directors.

(e) contract for the benefit of the Property and to delegate to such contractors all of the powers and duties of the Association, except those which may be required by the Declaration to have approval of the Board of Directors or Membership of the Association. The undertakings and contracts authorized by the initial Board of Directors (including contracts for the management of Carter Ridge) shall be binding upon the Association in the same manner as though such undertakings and contracts had been authorized by any Board of Directors duly elected by the Membership after the recording of the Declaration, so long as such undertakings and contracts are within the scope of the powers and duties which may be exercised by the Board of Directors of the Association in accordance with the Declaration, the Articles of Incorporation and these Bylaws; and provided further that, any undertaking or contract entered into by the Association at a time before a Declarant has transferred control of

the Association to Lot Owners shall contain a provision reserving the right of the Association to terminate such undertaking or contract upon not more than ninety (90) days written notice to the other party(ies) thereto.

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

Section 2. Duties. It shall be the duty of the Board of Directors 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 any special meeting when such statement is requested in writing by the Members entitled to cast at least one-fourth (1/4) of the votes of the Membership of the Association.

- (b) supervise all Officers, agents and employees of the Association, and to see that their duties are properly performed.

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

- (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

- (2) send written notice, which may be in the form of e-mail or other means of electronic communication, each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period (provided, however, that failure of any Owner to receive such notice shall in no way affect the obligation of such Owner to pay annual assessments); and

- (3) in the discretion of the Board of Directors, foreclose the lien against any property, pursuant to Section 47F-3-116 of the North Carolina General Statutes, 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 of Directors 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 insurance covering the Association, its Board of Directors members, Officers, agents and employees and procure and maintain adequate hazard insurance, to the extent applicable, on the real and personal property owned by the Association as required by law or by the Declaration.

- (f) cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

- (g) cause the Common Area to be maintained in accordance with the provisions of the Declaration.

- (h) maintain any dedicated streets within the Property which are not accepted for dedication by an appropriate governmental authority.

(i) maintain such property and perform such services as set out in the Declaration.

(j) provide, within thirty (30) days after adoption of any proposed budget for the Association, all Owners with a summary of the budget and a notice of the meeting to consider ratification of the budget, including a statement that the budget may be ratified without a quorum. The Board of Directors shall set a date for a meeting of the Owners to consider ratification of the budget, such meeting to be held not less than ten (10) nor more than sixty (60) days after mailing of the summary and notice. There shall be no requirement that a quorum be present at the meeting. The budget is ratified unless at that meeting a majority of all the Owners in the Association or any larger vote specified in the Declaration rejects the budget. In the event the proposed budget is rejected, the periodic budget last ratified by the Owners shall be continued until such time as the Owners ratify a subsequent budget proposed by the Board of Directors.

## ARTICLE IX

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of the Association shall be the president, vice-president, and secretary/treasurer, who shall at all times be members of the Board of Directors. Any other Officers of the Board of Directors, including additional vice-presidents and an assistant secretary, may be appointed by the Board of Directors from time to time, who need not be members of the Board of Directors. The Association shall publish the names and addresses of all Officers within thirty (30) days of such Officers being elected by the Board of Directors.

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. Term; Compensation. The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for two (2) years unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. No Officer shall receive compensation for services rendered in such capacity to the Association; provided, however, that an Officer may be reimbursed for actual expenses incurred in the performance of such duties. In addition, no financial payments, including payments made in the form of goods or services, may be made to any Officer or member of the Board of Directors or to a business, business associate, or relative of an Officer or member of the Board of Directors except as expressly provided by these Bylaws or payments for services or expenses paid on behalf of the Association which are approved in advance by the Board of Directors.

Section 4. Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors, 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer replaced.

Section 7. 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 of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and notes.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of such Officer's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of such Officer by the Board of Directors.

(c) Secretary and Assistant Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors and of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors. The assistant secretary shall assist the secretary and act in the place and stead of the secretary in the event of such Officer's absence.

(d) Treasurer. Unless an outside management company has been contracted, 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 of Directors; 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 certified 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 meeting, and deliver a copy of each to the Members.

## ARTICLE X

### COMMITTEES

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

## 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, including records of meetings of the Association and the Board of Directors. 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. All financial and other records, including records of meetings of the Association and the Board of Directors, shall be made reasonably available for examination by any member and the member's authorized agents. The Board of Directors shall keep



accurate records of all cash receipts and expenditures and all assets and liabilities. The Board of Directors shall also make an annual income and expense statement and balance sheet available to any Member at no charge and within seventy-five (75) days after the close of the fiscal year to which the information relates. The Board of Directors, upon written request, shall furnish a Member or the Member's authorized agent a statement setting forth the amount of unpaid assessments and other charges against a Lot. The statement shall be furnished within ten (10) days after receipt of the request and is binding on the Association, the Board of Directors and every Member.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Carter Ridge of Pitt County Homeowners Association, Inc., North Carolina.

## ARTICLE XIII

### AMENDMENTS

Section 1. These Bylaws may be amended in any manner provided for in Chapter 55A of the North Carolina Non Profit Corporation Act. No amendment purporting to revoke or curtail any right herein conferred to a Declarant shall be effective unless executed by Declarant and no amendment relating to the maintenance or ownership of any permanent storm water control measures shall be effective unless reviewed and approved by the governmental office having jurisdiction for watershed protection.

Section 2. In the case of any conflict among the Articles of Incorporation, the Bylaws, and/or the Declaration, provisions in the Articles shall take precedence over the Declaration and Bylaws, and provisions in the Declaration shall take precedence over the Bylaws.

## ARTICLE XIV

### MISCELLANEOUS

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

## ARTICLE XV

### INDEMNIFICATION

Every person who is or shall be or shall have been a member of the Board of Directors or Officer of the Association and such Member's or Officer's personal representative shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed on such Member or Officer in connection with or resulting from any action, suit or proceeding to which such Member or Officer may be made a party by reason of such Member or Officer being or having been a member of the Board of Directors or Officer of the Association or any subsidiary or affiliate thereof, except in relation to such matters as to which such Officer or Member shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of such Member's or Officer's duty as such member

of the Board of Directors or Officer. For purposes of this provision, “costs and expenses” shall include, without limiting the generality thereof, attorneys’ fees, damages and reasonable amounts paid in settlement. Nothing contained in these Bylaws shall be deemed to eliminate or reduce the protection from personal liability granted to members of the Board of Directors by the North Carolina Non Profit Corporation Act and by the Articles of Incorporation of the Association.

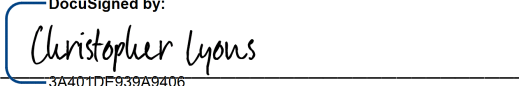
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting President of Carter Ridge of Pitt County Homeowners Association, Inc., a North Carolina nonprofit corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 19<sup>th</sup> day of August, 2022.

**Carter Ridge of Pitt County Homeowners Association, Inc.**

By:  Christopher J. Lyons, President