

BYLAWS
OF
VINTAGE GROVE HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Vintage Grove Homeowner's Association, Inc. The principal location of the HOA is 1000 Beringer Place, Apex, NC 27502 and the mailing address is held according to the current management company. Meetings of Members and Directors may be held at such places within the State of North Carolina, County of Wake, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Declaration" shall mean that certain Declaration of Covenants, Conditions, and Restrictions for Vintage Grove Subdivision recorded at Book 4376, Page 896, Wake County Registry.

Section 2. The terms defined in Article I of the Declaration shall have the same meanings as set forth therein in these Bylaws.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held on a weekday evening by end of the second quarter of the calendar year for the purpose of transacting any business authorized to be transacted by the Members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or 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. 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, not less than seven (7) days nor more than sixty (60) days, unless otherwise stated in the Declaration or Articles of Incorporation, 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 social meeting, the purpose of the meeting. Proof of such mailings shall be given by the affidavit of the person giving such notice. Notice of meetings waived before or after meetings by vote of the Members of the Association.

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 for each class of members 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. For lots owned by more than one person, the ownership is limited to one (1) vote for the purpose of calculating of a quorum.

Section 5. Proxy. 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.

Section 6. Order. The board of directors will determine the order of business and include in the written meeting notice for the annual meeting.

ARTICLE IV SELECTION AND TERM OF OFFICE OF BOARD OF DIRECTORS

Section 1. Number. Initially, the Board of the Association shall consist of three (3) directors who need not be Members of the Association, thereafter from the initial annual meeting forward, the affairs of this Association shall be managed by a Board of five (5) directors who need not be Members of the Association.

Section 2. Terms of Office. At the first annual meeting the Members shall elect one director for a term of one year, two directors for a term of two years, and two directors for a term of three years. At each annual meeting thereafter the Members shall elect one or two directors, as the case may be, for a term of three years.

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 members of the Board and shall serve until the next annual meeting of the Association .

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 all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by the current Board of Directors and communicated in the written meeting notice for the annual meeting. Nominations may also be made from the floor at the annual meeting. Nominations should be made for not less than the number of vacancies that are to be filled. To be eligible for nomination, a Member of the Association must be in good standing and be over the age of 18 years old. Only one Member from each household may be eligible to serve on the board at any one time.

Section 2. Election. Election to the Board of Directors shall be by written ballot. 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 person(s) receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held regularly, no less than 14 days between meetings and no more than 45 days between meetings, and scheduled upon the availability of a quorum of the board. Notice of board meetings shall be provided to Members at least two days prior to the meeting.

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 director, after not less than three (3) days notice to each other director.

Section 3. Quorum. A majority of the number of directors 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 Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a) adopt, formulate, amend, and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guest thereon, 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 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) 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 of such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- e) foreclose the lien against any Lot for which the assessments are not paid within thirty (30) days after their due date and bring an action at law against the Owner personally obligated to pay the same;
- f) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- g) exercise such powers as are conferred upon the Association by the Articles of Incorporation or the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors 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 at any special meeting which such statement is requested in writing by one-fourth (1/4) of the Class A 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:
 - 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 of each change in the annual assessment to every Owner subject thereto at least (30) days in advance of each annual assessment period;
- d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether 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 and hazard insurance on the Common Area, if the Board deems it necessary and create a reserve for payment of premiums therefor and to collect the same;
- 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;
- h) to perform all other duties imposed by the Articles of Incorporation and the Declaration

- i) pay any license fees or governmental charges levied or imposed against the Common Area or other property, real or personal, owned by the Association.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The offices of this Association shall be that of president and vice-president, which shall at all times be held by members of the Board of Directors, a secretary, and a treasurer, and such other offices 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 first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. Each officer of this 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 be 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 necessary.

Section 5. 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 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve until the next annual meeting of the Association .

Section 7. 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 other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Fiduciary Responsibility. Each board member maintains a fiduciary responsibility to manage and protect the Association's assets and property.

Section 9. Duties. The duties of the officers are as follows:

President

- a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages,

deeds of trust, deeds, and other written instruments and shall co-sign all checks and promissory notes written from the reserve account.

Vice-President

- b) 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.

Secretary

- c) 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 their addresses, and shall perform such duties as required by the Board.

Treasurer

- d) The treasurer shall review the monthly financial package received from the management company, monitoring changes from previous period, and ensuring that accounts and statements are reconciled; maintain online access of board members to bank account; prompt an annual review of the Association financial records by an independent certified public accountant; and prepare in coordination with management company 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. As an alternative to the President, the Treasurer should be available to co-sign all checks and promissory notes written from the reserve account.

ARTICLE IX

COMMITTEES

The Board of Directors may appoint an architectural committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

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, lenders, holders, insurers, and guarantors of any first mortgage encumbering a Lot. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member on the Association's website.

ARTICLE XI
ASSESSMENTS

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 Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall be subject to late charge of Twenty Five and NO/100 Dollars (\$25.00) and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and late charges, costs, and reasonable attorney's fees 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 nonuse of the Common Area or abandonment of his Lot. The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

- a) Assessment Roll. The assessment roll shall be maintained in a set of accounting records in which there shall be an account for each Lot. Such an account shall designate the name and address of the Owner or Owners, the amount of each assessment against the Owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance upon assessments.
- b) Budget. The Association shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association including, but not limited to the following items; (i) Common Area expense budget, including projected expenses for maintenance and operation of Common Area, landscaping, and walkways, utility services, taxes and governmental charges levied against the Common Area, casualty insurance, liability insurance, if any, and administration; and (ii) Proposed assessments against each Member. Copies of the proposed budget and proposed assessments shall be made available at the annual meeting of the Members. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished to each Member concerned.
- c) The depository of the Association shall be such bank or banks as shall be designated from time to time by the Association and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as authorized by the Association.
- d) Unless waived by the Association, a review of the Association's financial records shall be made annually by a certified independent public accountant, and a copy of the report shall be furnished to each Member not later than the annual meeting of the year following the year for the report was made.

ARTICLE XII
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 by a vote of a quorum of Members present in

proxy, except that the Federal Housing Authority, Veterans Administration, or the Federal National Mortgage Association shall have the right to veto amendments while there is a Class B membership as set forth in the Declaration.

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 XII
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, we, being all of the directors of Vintage Grove Homeowner's Association, Inc. have hereunto set our hands this 19th day of October, 1988.

Sam Fouse, Director

Dean R. Edwards, Director

S. Alan Gaines, Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Vintage Grove Homeowner's Association, Inc., a North Carolina non-profit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 19th day of October, 1988.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 19th day of October, 1988.

Debbie Tidwell, Secretary

(Corporate Seal)

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Vintage Grove Homeowner's Association, Inc., a North Carolina non-profit corporation, and,

THAT the foregoing Bylaws constitute the amended Bylaws of said Association, as duly adopted at a meeting of the Membership thereof, held on the xx day of May, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this xx day of May, 2017.

xxx, Secretary