

**BYLAWS OF THE
MEADOW RIDGE SUBDIVISION CORPORATION**
(Original March 1985; Revised January 1990; Amended April 2023)

**ARTICLE I
GENERAL PROVISIONS**

1.1 Name and Location. The name of the Corporation is The Meadow Ridge Subdivision Corporation registered with the NC Secretary of State. The principal office of the Corporation shall be located at 5201 Fielding Drive, Raleigh, North Carolina 27606. All meetings of members and Directors may be held at such time and place within the State of North Carolina, County of Wake, as may be designated by the Corporation's Board of Directors.

1.2 Definitions.

A. HOA. The Meadow Ridge Subdivision Corporation, its successors and assignees, hereinafter referred to as the "Homeowners Association (HOA)".

B. Common Land. "Common Land" shall mean and refer to the areas shown on the recorded subdivision maps, Sections One, Two, Three and Four, for Meadow Ridge Subdivision (previously known as Brookfield Subdivision) as "Common Land" or deeded to the Meadow Ridge Subdivision Corporation or its predecessor Corporation ("The Brookfield Subdivision Corporation") and designated in such deed as "Common Land." "Common Land" shall be for the private use and enjoyment of every HOA member and their guests per the Covenants.

C. Covenants. The current "Declaration of Covenants, Conditions and Restrictions for Meadow Ridge Subdivision" shall henceforth be simply referred to the "Covenants" as filed with the Wake County Register of Deeds.

D. Lot and Lot Owner. "Lot" shall mean and refer to any of the 47 plots of land shown upon any recorded subdivision map of Meadow Ridge Subdivision Sections One, Two, Three and Four, designated as a numbered building lot and is subject to the current Covenants. "Lot Owner" shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any lot in Meadow Ridge Subdivision, including contract sellers, but excluding those having an interest in the property merely as security for performance of an obligation. Every person, or entity, which is a recorded owner or part owner of property within the HOA is considered a member and hereinafter referred to as an "HOA member". Membership is conveyed on the sale of the lot and the new owner(s) shall be assigned rights for that plot of land within the Meadow Ridge Subdivision.

E. HOA Voting Member. The "Lot Owner(s)" should designate one representative to be an eligible "HOA Voting Member" for any given HOA meetings or item needing HOA member vote approval. The designated "HOA voting member" representing the HOA lot owner(s) must be in good standing (Article 1.2.F of these Bylaws) and register with the HOA secretary prior to or at a HOA meeting (in-person, electronically or by proxy) for the meeting records. The designated voting member is subject to change at any time per the Lot Owner(s) wishes and recorded with the HOA Secretary for a meeting. Each of the 47 lot owners is permitted one vote per lot. If the Lot Owners cannot come to majority ownership interest agreement on a vote or who is the "HOA Voting Member" for a given action, the vote for the Lot is counted as "null".

F. Member in Good Standing: A HOA member is considered in good standing unless, after notice and an opportunity to be heard and present evidence, the Board of Directors determines that the member is not in full compliance financially (current annual dues, approved HOA special assessments and late payment penalties) or in violation of any of the Covenants, Bylaws, or rules of the HOA.

1.3 HOA Fiscal Year. The first fiscal year of the HOA began on the date of incorporation. Each subsequent year shall begin on the first day of January and end on the last day of December. Annual budget and financial reports to the members shall reflect this calendar year.

1.4 Interpretation for Conflict Resolution. In case of any conflicts, (1) the provisions of state and county law, (2) Covenants, (3) Articles of Incorporation, and (4) these Bylaws shall prevail in that order.

1.5 Corporate Seal. The HOA shall provide a suitable seal in a form approved by the Board. The HOA shall have a seal in circular form having within its circumference the words: "CORPORATE SEAL".

ARTICLE II

MEETINGS OF HOA MEMBERS

2.1 HOA Annual Meetings and Notification. The HOA Annual Meeting of its members shall be held within at least twenty (20) calendar days of the beginning of fiscal calendar year in January at such a time and location designated by the Board of Directors with the meeting packet sent electronically and by USPS mail at least fifteen (15) calendar days, but not more than sixty (60) calendar days, prior to the meeting. This packet shall include at least these items: the HOA meeting agenda, the prior HOA Annual Meeting minutes, the HOA annual financial statements, a proposed budget for the upcoming HOA fiscal year, update for HOA member contact information, and HOA Annual Meeting proxy form. All HOA members in good standing are expected to attend in-person or by proxy. In the event the Annual Meeting is postponed due to extenuating circumstances, this meeting shall be canceled and rescheduled when possible with at least fifteen (15) calendar days, but not more than sixty (60) calendar days, notice to all HOA members via USPS mail and electronic means.

2.2 Special Meetings of the HOA and Notification. Special meetings of the HOA members may be called at any time by the Board of Directors, the HOA President, or upon written or electronic request of at least ten-percent (10%) of the eligible HOA voting members. Notice of the special meeting shall be sent out to all HOA members within fifteen (15) calendar days of the call for a special meeting and at least 15 calendar days, but not more than sixty (60) calendar days, prior to the scheduled date of the meeting electronically and by USPS mail noting the purpose of such meeting, date, place, time and agenda. In the event a meeting is postponed due to extenuating circumstances, the meeting shall be canceled and rescheduled when possible with at least fifteen (15) calendar days, but not more than 60 calendar days, notice to all HOA members via USPS mail and electronic means.

2.3 Quorum for any and all HOA Meetings. A properly called HOA meeting shall have at least one-half (1/2) of the eligible voting members, in-person or represented by proxy, to constitute a quorum for any meeting and subsequent actions approved except as otherwise provided in the Covenants and these Bylaws. However if such quorum is not represented at any meeting within one hour (60 minutes) from the scheduled start of the meeting, the President shall have the power to dismiss the meeting and reschedule another meeting per Article 2.1 or 2.2 of these Bylaws. Actions of the quorum meeting shall require a simple meeting majority vote of approval unless specified otherwise in the Covenants or these Bylaws.

2.4 Eligibility of HOA Member to Vote. The HOA Voting Member shall be in good standing (Article 1.2.F of these Bylaws). The owner(s) of each of the 47 lots in the Meadow Ridge Subdivision is entitled to and shall have one (1) vote per lot, in person or by proxy representation (handwritten or electronic), at any and all HOA meetings.

2.5 Proxy Votes. Eligible voting members are limited to one (1) vote per lot and may vote by proxy at any and all properly called HOA meetings if unable to attend in-person. Every proxy shall be in writing (handwritten or electronic) and filed with the Board Secretary prior to or at the scheduled meeting. Every proxy shall be revocable by written notification by the eligible voting member and submitted to the Secretary. If a member who has previously filed a proxy attends a meeting in-person and casts a vote, the proxy vote is immediately revoked and in-person vote by that member considered valid. A proxy vote shall be considered valid only for the designated meeting and any adjournment thereof.

ARTICLE III

HOA BOARD OF DIRECTORS: SELECTION AND TERMS OF OFFICE

3.1 Composition of the HOA Board of Directors. The Board of Directors shall be composed of three (3) HOA members nominated and elected by the HOA eligible voting members at the HOA Annual Meeting. The Board of Directors of three (3) members means the total number of Directors that the HOA would have if there were no vacancies

on the Board.

3.2 Nominations and Election of Board Members. Nominations for the open HOA Board of Directors positions shall be made from the floor at the annual HOA meeting of the members. The nominated member(s) must agree beforehand to the nomination and be an HOA member in good standing. Election to the Board of Directors may be by written ballot or simple raised hands if there is no opposition to the nomination(s) with HOA voting members and their proxies casting one (1) vote per lot for each open Board of Director position. The nominees receiving the largest number of votes by the Annual Meeting quorum shall be elected to the Board of Directors. Cumulative voting is not permitted.

3.3 Term of Office of Board Members. At the Annual Meeting, all open Board of Directors term position(s) are open for nominations (Article 3.2 of these Bylaws), including any vacated Board of Directors uncompleted term positions. On even-fiscal year Annual Meetings, one (1) Board of Directors member shall be elected to serve a two-year term and on odd-fiscal year Annual Meetings, two (2) Board of Directors members shall be elected to serve a two-year term. Each term shall begin on the date of the Transition Board Meeting following the elections and end on the date of the Transition Meeting two (2) years later. All Board of Directors positions are considered a voluntary status to the HOA.

3.4 Compensation to a Board Member. No member of the Board of Directors shall receive compensation for any service rendered to the HOA. However, with valid documentation of pre-approved expenses, a Board member may request and receive reimbursement for actual expenses with valid receipts, incurred in the performance of board duties, with written approval by the other Board of Directors.

3.5 Removal or Resignation of a Board of Director Any or all of the Board of Directors members may be removed with cause by a majority vote of the eligible HOA voting members at a properly called HOA meeting (Article 2.1 or 2.2 of these Bylaws). The Board of Directors can declare a Board vacancy in the event a Board of Directors member has two (2) or more consecutive unexcused absences from any properly called board meetings or documented cause of failure to exercise the duties of the Board of Directors with documented notification and attempts for corrective measures by written resolution by the Board of the Directors majority. A Board of Directors member may resign at any time with written notice to the Board of Directors and shall be effective upon receipt of said notice, unless stated otherwise.

3.6 Filling of a Vacancy on the Board of Directors. In the event of resignation, death, illness or vacancy, a reasonable attempt should be made to appoint a Director successor by the remaining Board of Directors from HOA members in good standing as soon as possible to fill the vacancy until elections for the Board member replacement are held at the next HOA Annual Meeting. Until a replacement or election occurs, the remaining Board of Directors shall share the duties of the vacant Director and HOA Officer.

ARTICLE IV

MEETING OF HOA BOARD OF DIRECTORS AND ELECTION OF OFFICERS

4.1 Transitional HOA Board of Directors Meeting and Elections of New Officers. The outgoing and incoming Board of Directors shall meet within a 30-day period following the elections at the HOA Annual Meeting. This meeting serves to facilitate the smooth transition of the Board of Directors, convey ongoing community issues, relinquishment of any and all HOA records and bank account information, and elect officers. Past Board members may remain available for advice and information as needed by the current Board. Once the new HOA officers are elected, the following shall be completed within 30 days of transition meeting:

- A. The new HOA officers must complete the necessary bank paperwork to allow the new officers access to the bank account.
- B. Complete, file and record the paperwork for the Secretary to serve as new Registered Agent (Form BE-06 "Amendment of Statement of Appointment of Agent") with the NC Secretary of State.
- C. Review and approve minutes from the last HOA Annual Meeting for the record.

4.2 Regular Meetings of the Board of Directors. The Board of Directors shall hold a Board meeting at least every

six (6) months with at least a fifteen (15)-calendar days electronic notification to all the Board officers prior to the meeting, at such time and place by resolution of the Board. All Directors may waive the fifteen (15) day notice requirement with written consensus. A meeting may be held in-person or real-time audio or video conferencing by resolution of the officers. Agenda and minutes of every Board meeting shall be kept in the HOA records (electronically and in writing).

4.3 Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held, in person or real-time audio or video conferencing, when called by the President of the HOA or any two Directors, with at least two (2) days electronic notice to each Director of the purpose, date, time and place of the meeting. All Directors may waive this two (2) day notice requirement in writing. Approved agenda and minutes of each meeting shall be kept in the HOA records (electronically and in writing).

4.4 Quorum of a Board of Directors Meeting. All Board of Directors (Article 3.1 of these Bylaws) shall be present to constitute a quorum for the transaction of business at a regular meeting or a properly called special meeting, provided, however:

- A. In the event all Directors cannot or are not present at such a meeting, the President may elect to change the meeting date to a date conducive to attendance by all Board members, or with agreement from other board members attending the meeting, conduct the meeting with real-time audio or video conferencing with absent member(s).
- B. If the President determines that attendance of all Board of Directors, in-person or with real-time audio or video conferencing with absent member(s), is not reasonably attainable for a called board meeting, the President may then hold a properly called regular or special meeting of the Board of Directors, at a place, time and date within two (2) days of the originally scheduled meeting, at which time a quorum of at least two (2) members, in-person or with real-time audio or video conferencing, shall be a majority of the number of Directors for the transaction of business. Every act or decision done or made at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

4.5 Action Taken Without a Board Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting the Directors would have taken at a properly called meeting with the written (electronically) consent and approval of all the Directors. The written consents, agenda and actions approved by the Board shall be recorded and filed with the approved minutes of the proceedings for HOA records.

ARTICLE V

POWERS AND DUTIES OF THE HOA BOARD OF DIRECTORS

5.1 Powers of the Board of Directors. The Board of Directors shall have the powers and rights necessary to oversee the HOA affairs as set forth in the Covenants, Articles of Incorporation and these Bylaws provided that such rights and powers are consistent with the provisions of State of NC And Wake County. The Board of Directors powers shall include any and all of the following:

- A. Manage and oversee the enforcement of the conditions and restrictions noted in the Covenants and these Bylaws to ensure the safety and protection of HOA members and properties of the community.
- B. Manage and enforce the private use of Common Lands of the community and the conduct of the members, and their guests, according to the Covenants.
- C. Suspend a HOA member's voting rights and right to the use of Common Lands if they fail to remain a member in good standing.
- D. Negotiate and enter into any and all contracts for the maintenance and improvement of the HOA Common Lands and community budgeted by its HOA members.
- E. Pay any and all reasonable and necessary expenses relating to the operation of the HOA.

- F. Assign and assess any HOA members not in compliance with the terms and conditions set forth in the Covenants, Articles of Incorporation and these Bylaws for all specific costs incurred by the HOA necessary to take action to enforce the terms and conditions set forth in stated HOA governing documents provided that such rights and powers are consistent with the provisions of the State of NC and Wake County. Such costs shall include but not be limited to all reasonable legal costs, court costs and postage.
- G. Exercise all powers and duties not reserved to the membership and authorized by the Covenants, these Bylaws, State of NC and Wake County.
- H. Employ and oversee all independent contractors as the Board of Directors may deem necessary to perform the duties and responsibilities to the HOA set forth by the Covenants and these Bylaws.
- I. Create, define the roles and expectations, oversee and dissolve any HOA community committees needed to meet and serve the needs of the HOA and its members. All committee members shall remain in good standing and held accountable to the Board of Directors for bids and work recommendation, budget proposals and pre-approved expenses, valid receipts for reimbursement, and recommendations of actions.
- J. Cause all ad valorem taxes and assessments against the property owned by the HOA to be paid.

5.2 Duties of The HOA Board of Directors. It shall be the responsibility of the HOA Board of Directors members to perform duties necessary to administer the HOA affairs as set forth in the Covenants, the Articles of Incorporation and these Bylaws, provided that such duties are consistent with the provisions of the State of NC and Wake County. The Board of Directors duties shall include, but are not limited to, the following:

- A. Maintain complete and detailed records of all the HOA meetings, finances, transactions and actions.
- B. Supervise the proper and ethical performance of the assigned duties of the Board members, officers, committees and member volunteers.
- C. Maintain an accurate account and record of all annual member lot assessment and expenses of the HOA, as well as file the completed annual Federal Income Tax (Form 1120-H) with the IRS every April. Financial reports and proposal of projected budgets are to be presented in the Annual HOA Meeting packet for preview and at this meeting, open for discussion and final approval by the quorum of members eligible to vote. HOA members in good standing can review such records in accordance to Article 7.1.
- D. Obtain and maintain adequate Liability and Hazard Insurance on all HOA Common Lands and the Board of Directors members.
- E. Serve as intermediary in the notification, supervision and potential resolution with any Covenant non-compliance issues. A member of the HOA or Board must submit an alleged complaint of a Covenant violation in writing to the Board of Directors. The Board of Directors must address any and all written complaints and if in agreement that a Covenant violation(s) has occurred, send written notice by email and registered USPS mail to the HOA member in violation as required or permitted by NC and Wake County law, the Covenants, the Articles of Incorporation and these Bylaws, noting the violation, required action and time allotment for compliance. The Board of Directors shall document all complaints, decisions and subsequent actions in the HOA records.

ARTICLE VI

HOA OFFICERS AND THEIR DUTIES

6.1 Enumeration of HOA Officers. The HOA shall have four (4) officers: a president, vice-president, secretary and treasurer. The same person may hold the office positions of vice president and secretary. No person shall simultaneously hold more than one of any of the other offices except in the event of a Board of Directors vacancy (Article 6.3 & 6.4 of these Bylaws). The President and Vice-President shall be Board of Directors members. All officers must remain as HOA

members in good standing at all times.

6.2 Elections and Term of HOA Officers. The election of officers shall take place at the first Transition meeting of the Board of Directors within a thirty (30) day period following each Annual Meeting of the HOA members. The newly elected officers shall assume their duties at the close to the transition meeting and serve in that elected officer position until the next Board of Directors Transitional Meeting.

6.3 Resignations and Removal of a HOA Officer. An officer may resign at any time with written notice to the Board of Directors and shall be effective upon said notice unless stated otherwise. The Board of Directors may remove any officer from office with documented cause of failure to exercise the duties of the HOA office despite written notification and attempts for corrective measures with written resolution by a Board of the Directors majority.

6.4 Filling a HOA Officer Vacancy. A vacancy in any office should be filled by appointment by the Board as soon as possible from eligible HOA members and shall serve for the remainder of the term of the vacated office. Until the vacancy can be filled, the remaining officers shall share the duties of the vacant office to ensure the smooth operation for the HOA.

6.5 Duties of the Officers. Each officer shall perform the duties noted in these Bylaws as well as assist the Board of Directors and other HOA officers if and when needed to ensure the smooth operation of the HOA.

- A. **PRESIDENT.** The president shall be the chief executive officer of the Board of Directors and HOA. The duties of the president shall include, but are not limited to, the following duties:
 - 1. Initiate and preside over the Transition meeting of the outgoing and incoming Board of Directors (Article 4.1 of these Bylaws).
 - 2. Preside over all meetings of the Board of Directors and HOA members.
 - 3. Oversee the execution of Board quorum-approved decisions, actions and resolutions.
 - 4. Co-sign all legal documents, including but not limited to leases, contracts and other written instruments, with the Secretary of the HOA. If the Secretary is not available, virtual or electronic approval by another HOA officer is acceptable.
 - 5. Co-sign any and all checks and promissory notes that are not pre-approved contractual payments by the Board along with any approved reimbursement checks to a Board of Directors member.
 - 6. Oversee all HOA Committees according to Article 5.1.I of these Bylaws. Progress updates by the committee chairs shall be presented to the Board of Directors on request prior to scheduled meetings electronically or if requested, in-person.
 - 7. Oversee the preparations and mailing (USPS mail and electronic) of the HOA Annual Meeting packets to all members according to Article 2.1 of these Bylaws.
- B. **VICE-PRESIDENT.** The vice-president shall act in the place and stead of the president in the event of the HOA President's or Board of Director's request, absence of or inability to act.
- C. **SECRETARY.** The duties of the Secretary shall include, but are not limited to, the following duties:
 - 1. Assist and perform the necessary duties of the Transition Meeting of the outgoing and incoming Board of Directors (Article 4.1 of these Bylaws).
 - 2. Give cause and notices, written or electrically, to ensure properly called meetings for the HOA and the Board of Directors per these Bylaws.
 - 3. Attend all meetings of the Board of Directors and HOA to record the attendance, votes, decisions and actions taken for the purpose of written documentation for HOA records. If unable to attend, the President may submit meeting minutes on the behalf of the Secretary for approval to the Board or HOA members.
 - 4. With the Board of Directors, assist with the preparations and mailing (USPS mail and electronic) of the HOA Annual Meeting packets to all members according to Article 2.1 of these Bylaws. .
 - 5. Keep the corporate seal of the HOA and affix it to any instrument when authorized by the Board of Directors.
 - 6. Co-sign all legal documents, including but not limited to leases, contracts and other written instruments, with the President. If the President is not available, virtual or electronic approval by another HOA officer is acceptable.
 - 7. Maintain a current contact list of all HOA members and eligible HOA voting members for any and all HOA

meetings.

8. Maintain all Board and HOA documents and records with written and digital copies, in a secure manner, as required by the State of NC and these Bylaws. HOA members in good standing can review records in accordance with Article 7.1 of these Bylaws.

D. **TREASURER.** The duties of the Treasurer shall include, but are not limited to, the following duties:

1. Assist and perform the necessary duties of the Transition Meeting of the outgoing and incoming Board of Directors (Article 4.1 of these Bylaws).
2. Ensure the HOA officers have bank account access and updated security information.
3. Have custody and responsibility of maintaining all the HOA funds and financial records.
4. Maintain complete and accurate accounts of any and all deposits, receipts and disbursements in the HOA records at all times. These records may be furnished at scheduled Board meetings and on request to any HOA officer.
5. Submit any and all invoices to HOA members electronically or USPS mail according to the Covenants and these Bylaws. Keep Board of Directors notified of any and all lot owners who are not current with the financial obligations to the HOA and therefore ineligible to vote.
6. Disburse any and all funds as authorized by the Board of Directors members. If a Board of Director member or HOA officer needs reimbursement, the President shall co-sign the check (Article 3.4 and Article 5.A.5 of these Bylaws).
7. Provide current and accurate financial reports at all scheduled Board meetings.
8. Prepare the annual financial statements and proposed budget report as needed and requested by the Board of Directors in readiness for the HOA Annual Meeting. Assist with the preparation of the Annual Meeting packets (Article 2.1 of these Bylaws).
9. Complete, file and maintain written copies of the annual federal income tax form 1120-H by April deadline in the HOA records.

ARTICLE VII BOOKS AND RECORDS

7.1 Transparency of Records and Request of Records. The books, records and papers of the HOA shall be subject to inspection by any HOA member in good standing. Digital copies of HOA records are available per advance written request within five (5) to ten (10) business days at no cost. The Board of Directors reserves the right to charge a fee to cover the costs for postage and printing of printed document requests.

ARTICLE VIII AMENDMENTS

8.1 Amendments of HOA Bylaws. These Bylaws may be amended, at an Annual Meeting or special meeting of the HOA members at which a quorum is present, by a vote of two-thirds (2/3) of eligible HOA voting members present, in-person or by proxy. Amendments to these Bylaws are effective upon their approval in the manner set forth, unless noted otherwise to be approved at a later effective date as specified.

THE MEADOW RIDGE SUBDIVISION CORPORATION SEAL OF CERTIFICATION

I, the undersigned, do hereby certify THAT I am the duly elected and acting secretary of THE MEADOW RIDGE SUBDIVISION CORPORATION. I certify THAT these foregoing Bylaws incorporate all changes to the Bylaws as of the meeting of the Board of Directors held on this date: 3/26/2023 and approved by documented quorum of the HOA on this date: 4/5/2023 as specified in these Bylaws, IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Incorporation on this 14th day of April, the year of 2023

Chaille L. O'Neal
Secretary – HOA Board of Directors

IN WITNESS WHEREOF, we, being all of the Board of Directors of THE MEADOW RIDGE SUBDIVISION CORPORATION, have hereunto set our hands on this 14th day of April, the year of 2023.

Print Name: Hayden O. Moore Signed: Hayden Oliver Moore;
HOA Board of Directors Member: HOA President

Print Name: Chaille L. O'Neal Signed: Chaille Louise O'Neal;
HOA Board of Directors Member: HOA VP & Secretary

Print Name: Sara E. Duyck Signed: Sara Elizabeth Collier Duyck;
HOA Board of Directors Member: HOA Treasurer

NORTH CAROLINA WAKE COUNTY

I, the undersigned Notary Public, do hereby certify that all of the HOA Board of Directors of THE MEADOW RIDGE SUBDIVISION CORPORATION personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and notarial seal on this 14th day of April, the year of 2023.

My Commission expires: 8/14/27

Signed: Dawson Granger Butler

