

Bylaws
Dogwood Ridge II HOA Inc. (CP)

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WAKE COUNTY, NC 754
LAURA M RIDDICK
REGISTER OF DEEDS
PRESENTED & RECORDED ON
04/07/2006 AT 16:02:46

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AMENDED AND RESTATED BYLAWS
OF
DOGWOOD RIDGE II HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Dogwood Ridge II Homeowners Association, Inc. The principal office of the corporation shall be located at 6739 Falls of Neuse Road, Raleigh, North Carolina 27615, but 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 Amended and Restated Declaration of Covenants, Conditions and Restrictions for Dogwood Ridge II recorded at Book 11899 Page 1512, Wake County Registry.

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

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held on the first Monday in November of each year at the hour of 8:00 p.m. Eastern Standard Time for the purpose of transacting any business authorized to be transacted by the Members, or at any other time deemed appropriate and convenient by the Board of Directors.

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 one-fourth (1/4) of all of the votes of the Class A membership and one-fourth (1/4) of all of the votes of the Class B 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, by mailing a copy of such notice, postage prepaid, 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 special meeting, the purpose of the meeting. Proof of such mailings shall be given by the affidavit of the person giving the notice. Notice of meeting may be 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 of each class of members shall constitute a quorum for

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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. The joinder of a Member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Member for the purpose of determining a quorum. The vote of the Owners of a Lot owned by more than one person or by a corporation or other entity shall be cast by the person named in a certificate signed by all of the Owners of the Lot and filed with the secretary of the Association. If such certificate is not on file, the vote of such Owners shall not be considered in determining the requirement for a quorum or for any other purpose.

Section 5. Voting. 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 order of business at annual Members' meetings, and, as far as practical at all other Members' meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading and disposal of any unapproved minutes.
- d. Unfinished business.
- e. New business.
- f. Adjournment.

ARTICLE IV SELECTION AND TERM OF OFFICE OF BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of six (6) directors, three (3) of whom shall be Class A Members of the Association ("the Class A directors") and three of whom shall be Class B Members of the Association ("the Class B directors").

In operating such Board of Directors, the affairs of the Association shall be further managed by dividing the Board of Directors into two Committees – the Phase 4 Committee and the Cameron Park Committee. The members of the Phase 4 Committee shall be the Class A directors; the members of the Cameron Park Committee shall be the Class B directors. Generally, the Phase 4 Committee shall have full authority to act in any manner in which the Association is empowered to act where such action concerns only the rights and obligations of the Class A members of the Association, and the Cameron Park Committee shall have full authority to act in any manner in which the Association is empowered to act where such action concerns only the rights and obligations of the Class B members of the Association.

Section 2. Term of Office. At the 2005 annual meeting the Class A Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years. At each annual meeting thereafter the Class A Members shall elect one or two directors, as the case may be, for a term of three years. At the 2005 annual meeting the Class B Members shall

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elect one director for a term of one year, one director for a term of two years and one director for a term of three years. At each annual meeting thereafter the Class B 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 Class of Members who elected that director to office, who are voting in person or by proxy at a meeting duly called for this purpose. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board who were elected from the vacating director's Class of Membership, and such successor shall serve for the unexpired term of the 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 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 from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by written ballot. Only Class A Members shall be entitled to vote in the election of the three (3) Class A directors. Only Class B Members shall be entitled to vote in the election of the three (3) Class B directors. 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 these Bylaws or the Declaration. In any given election, the person(s) receiving the highest number of votes within his or her particular Class shall be elected. Cumulative voting shall not be allowed.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. The Phase 4 and Cameron Park Committees shall meet at least quarterly, without notice, at such place and hour as may be fixed from time to time by each Committee Chairman.

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.

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Section 3. Quorum and Voting. 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 the power to do all of the following. Such powers may be exercised by the Phase 4 Committee with respect to all Class A Lots and/or Class A directors, and by the Cameron Park Committee with respect to all Class B Lots and/or Class B directors:

- (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 guests 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 such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- (f) exercise such other 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 do all of the following. Such duties may be exercised by the Phase 4 Committee with respect to all Class A Lots and/or Class A directors, and by the Cameron Park Committee with respect to all Class B Lots and/or Class B directors:

- (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 and one-fourth (1/4) of the Class B 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;

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

(2) send written notice of each change in the annual assessment to every Member subject thereto at least thirty (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) cause the Common Area, landscape easement areas, Landscaped Rights-of-Way and Entry Features to be maintained as more fully provided in the Declaration;

(f) to perform all other duties imposed by the Articles of Incorporation and the Declaration; and

Only the full Board of Directors shall have the duty to do the following. With respect to the costs of any action taken pursuant to the duties described below, the Phase 4 Committee and Cameron Park Committee shall be responsible for a pro-rata share of such costs, each pro-rata share to be determined according to the number of Class A Lots or Class B Lots as a percentage of the total number of Lots within the Association as a whole.:

(g) to procure and maintain adequate liability and hazard insurance on the Common Area, if the Board deems it necessary, and create a reserve collect the same for payment of premiums therefor and to

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

(i) borrow money, but only with the affirmative vote of sixty-seven percent (67%) of the entire membership of the Association; and to

(j) 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 Secretary, which shall at all times be held by members of the Board of Directors. The Phase 4 Committee and the Cameron Park Committee shall each have a Chairperson and a Treasurer for each respective committee.

Section 2. Election of Officers. The election of officers as Chairman and Treasurer of the Phase 4 and Cameron Park Committees shall take place at the first meeting of each respective Committee following each annual meeting of the Members. The President and Secretary of the

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Association shall not be elected; rather, in odd-numbered years, the Chairman of the Phase 4 Committee shall serve as the Association President, and the Treasurer of the Phase 4 Committee shall serve as the Association Secretary; in even-numbered years, the Chairman of the Cameron Park Committee shall serve as the Association President, and the Treasurer of the Cameron Park Committee shall serve as the Association Secretary.

Section 3. Term. Each officer of this Association shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise shall be disqualified to serve.

The Chairperson and Treasurer of the Phase 4 Committee and the Cameron Park Committee, respectively, shall each hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise shall be disqualified to serve.

Section 4. Special Appointments. The Board and/or the Phase 4 and Cameron Park Committees 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 of the Board may be removed from office with or without cause by the Board. Any officer of the Phase 4 or Cameron Park Committee may be removed from office with or without cause by the respective Committee. Any officer may resign at any time by giving written notice to the Board or the appropriate Committee which such officer serves. 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 or the respective Committee experiencing such vacancy. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of President and Secretary of the Association may not be held by the same person. Any other office described herein, including the case of special offices created pursuant to Section 4 of this Article, may be held simultaneously by the same person.

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

President

The president shall preside at all meetings of the board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds of trust, deeds and other written instruments.

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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 their addresses, and shall perform such other duties as required by the Board.

Phase 4 Committee Chairperson

The Chairperson of the Phase 4 Committee shall have the same duties relative to the Phase 4 Committee as the President of the Association shall have for the Association.

Phase 4 Committee Treasurer

The Treasurer of the Phase 4 Committee shall receive and deposit in appropriate bank accounts all monies of the Association which are attributable to revenue generated by assessments paid by the Class A Members, or generated by any means related to the Class A members or the Class A Lots. The Treasurer shall disburse such funds as directed by resolution of the Phase 4 Committee; shall sign all checks and of the Phase 4 Committee; keep proper books of account; cause an annual audit of the Phase 4 Committee books to be made by a certified independent public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Class A Members at the regular annual meeting of the Association, and deliver a copy of each to the Class A Members. The Treasurer shall be further responsible for paying the Phase 4 Committee's pro-rata share of any general expenses incurred by the Association or agreed to be borne jointly with the Cameron Park Committee.

Cameron Park Committee Chairperson

The Chairperson of the Cameron Park Committee shall have the same duties relative the Cameron Park Committee as the President of the Association shall have for the Association.

Cameron Park Committee Treasurer

The Treasurer of the Cameron Park Committee shall receive and deposit in appropriate bank accounts all monies of the Association which are attributable to revenue generated by assessments paid by the Class B Members, or generated by any means related to the Class B members or the Class B Lots. The Treasurer shall disburse such funds as directed by resolution of the Cameron ParkPark Committee; shall sign all checks and of the Cameron ParkPark Committee; keep proper books of account; cause an annual audit of the Cameron ParkPark Committee books to be made by a certified independent public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Class B Members at the regular annual meeting of the Association, and deliver a copy of each to the Class B Members. The Treasurer shall be further responsible for paying the Cameron Park Committee's pro-rata share of any general expenses incurred by the Association or agreed to be borne jointly with the Phase 4 Committee.

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ARTICLE IX SUB-COMMITTEES

The Phase 4 Committee shall appoint the Phase 4 Architectural Control Committee, and the Cameron Park Committee shall appoint the Cameron Park Architectural Control Committee as provided in the Declaration. In addition, each of the Phase 4 Committee and the Cameron Park Committee shall appoint other sub-committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The Phase 4 Committee and Cameron Park Committees shall each keep separate books and records in the same manner that the Association is required to keep books and records as a nonprofit corporation under the provisions of Chapter 55A of the North Carolina General Statutes.

Each of the Phase 4 Committee and Cameron Park Committee shall cause to be filed with the Wake County Register of Deeds a Certificate of Assumed Name evidencing the authority of each respective committee to act on behalf of the Association as provided herein.

The books, records and papers of each Committee shall be records of the Association, and such records 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 the Common Area or any Lot. 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.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments, including assessments provided for in the Club Declaration. 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 such interest, late charges and actions as shall be established therefor in the Declaration. No Member 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) Assessments Roll. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Lot. Such an account shall designate the name and address of the Member or Members, the amount of each assessment against the Members, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance upon assessments. The Phase 4 Committee shall maintain a separate assessment roll for all Class A Lots, and the Cameron Park Committee shall maintain a separate assessment roll for all Class B Lots.

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(b) Budget. The Phase 4 Committee and the Cameron Park Committee shall adopt a separate budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association attributable to the Class A Lots or Class B Lots, as applicable, including, but not limited to the following items: (i) Common Area expense budget, including projected expenses for maintenance and operation of Common Area, landscape easement areas, Landscaped Rights-of-Way and Entry Features, landscaping, and walkways, utility services, taxes and governmental charges levied against the Common Area, casualty insurance, liability insurance, if any, and administration; (ii) the assessment due to the Club Association due to the mandatory non-voting membership of each Member therein; and, (iii) Proposed assessments against each Member. The pro-rata share of any costs which are not clearly attributable to Class A Lots or Class B Lots (for example, insurance costs) shall be determined according to the number of Class A Lots or Class B Lots as a percentage of the total number of Lots within the Association as a whole.

Copies of the proposed budget and proposed assessments as adopted by each respective Committee shall be transmitted to each Member by his or her representative Committee on or before January 5 of the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each Member concerned.

(c) The depository of the Association shall be as follows: Each of the Phase 4 Committee and Cameron Park Committee shall maintain a separate bank account or accounts for the operation and conduct of the affairs of each respective committee, which accounts shall be opened in the name of "Dogwood Ridge II Homeowners Association, Inc. d/b/a Phase 4 Committee" or "Dogwood Ridge II Homeowners Association, Inc. d/b/a Cameron Park Committee", as appropriate. Such accounts may be opened at such bank or banks as shall be designated from time to time by the appropriate Committee 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 are authorized by the Association or the respective Committee.

(d) Unless waived by the Association, an audit of the accounts of the Association 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 April 1 of the year following the year for which 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 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 XIII 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.

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WHEREFORE, these Amended and Restated Bylaws for Dogwood Ridge II Homeowners Association, Inc. have been duly adopted, this 2 day of November, 2005

CERTIFICATION OF VALIDITY OF AMENDMENT TO BYLAWS OF
DOGWOOD RIDGE II HOMEOWNERS ASSOCIATION, INC.

By authority of its Board of Directors, Dogwood Ridge II Homeowners Association, Inc. hereby certifies that the foregoing instrument has been duly authorized by the vote of a majority of the membership present in person or by proxy at a lawfully convened meeting of the membership and is, therefore, a valid amendment to the existing Bylaws for Dogwood Ridge II Homeowners Association, Inc.

DOGWOOD RIDGE II HOMEOWNERS ASSOCIATION, INC.

By: Anders Gjovine
 President

ATTEST:

Vincent M. Lisie
 Secretary

STATE OF NORTH CAROLINA

ACKNOWLEDGMENT

COUNTY OF WAKE

I, Cathy W. Lemly, a Notary Public of the County and State aforesaid, certify that Vincent M. Lisie personally came before me this day and acknowledged that he/she is Secretary/Assistant Secretary of Dogwood Ridge II Homeowners Association, Inc., a North Carolina non-profit corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by as its Secretary/Assistant Secretary.

Witness my hand and official stamp or seal, this 2 day of November, 2005

My commission expires:

9-11-10

Notary Public

Cathy W. Lemly



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Please retain with original document and submit for rerecording.**



Wake County Register of Deeds
Laura M. Riddick
Register of Deeds

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