

BYLAWS
OF
CUMBERLAND STREET TOWNHOMES OWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is **Cumberland Street Townhomes Owners Association, Inc.**, hereinafter referred to as the “Association”. The principal office of the corporation shall be located in North Carolina.

ARTICLE II
DEFINITIONS

Unless otherwise specified, the words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized words shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Cumberland Street Townhomes recorded or to be recorded in the Wake County Registry, as it may be amended from time to time (collectively, “Declaration”).

ARTICLE III
MEETINGS

Section 1. Annual Meetings. An annual meeting of the Members must be held at least once each year and shall be held at the Property or other location mutually agreed to in writing by the Members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by two or more Owners.

Section 3. Notice of Meetings. Written notice of each meeting shall be given by, or at the direction of the person authorized to call the meeting, not less than ten (10) nor more than sixty (60) days in advance of any meeting. Notice shall be hand-delivered, sent by United States mail to the mailing address of each Lot or to any other mailing address designated in writing by the Lot Owner, or sent by electronic means including electronic mail to an electronic mailing addressed designated in writing by the Lot Owner. The notice of any meeting shall state the date, time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws. In the case of a special meeting, the notice of meeting shall include a description of the matter or matters for which the meeting is called.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, seventy-five percent (75%) of the votes of the membership shall constitute a

quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and signed by the Owner. An appointment in the form of an electronic record that bears the Member's electronic signature and that may be directly reproduced in paper form by an automated process shall be deemed a valid appointment form. A proxy is void if it is not dated. A proxy terminates eleven (11) months after its date unless it specifies a shorter term. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Membership and Voting Rights. Membership in the Association shall be limited to the Owners, and every Owner of a Lot shall automatically be a member of the Association. Membership in the Association shall be appurtenant to and may not be separated from Lot ownership. Members shall be entitled to one (1) vote for each Lot owned. When more than one Person holds such interest in any Lot, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot, and no fractional vote may be cast with respect to any Lot.

Section 7. Electronic Communications and Electronic Voting. The use of electronic transactions and transmissions by the Members or the Board is authorized in lieu of other forms of communication to the fullest extent allowed by North Carolina law, including without limitation, the Planned Community Act, Nonprofit Corporation Act and Article 40 of Chapter 66 of the North Carolina General Statutes. The Board, in its discretion, may require that meetings of the Members or Board be held virtually.

ARTICLE IV BOARD OF DIRECTORS; SERVICE; TERM OF OFFICE

The affairs of the Association shall be managed by a Board of four (4) directors, one of whom shall be appointed by the Owner of each Lot. Directors shall hold office until their successors shall have been appointed by the respective Lot Owner. Notwithstanding the foregoing, during the Declarant Control Period, the Declarant, or persons designated by the Declarant, may appoint, remove and replace the members of the Board in its sole discretion.

ARTICLE V MEETINGS OF DIRECTORS

Regular or special meetings of the Board of Directors shall be held when called by any Director after not less than three (3) days' notice to the other Directors. All meetings shall be held at the Property, unless otherwise agreed by all Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. A majority of directors must be present to constitute a quorum for the transaction of

business. Every act or decision done or made by a majority of directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have all powers and duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Declaration, the Articles of Incorporation, these Bylaws, and otherwise by law, including, but not limited to, contracting for the maintenance of the Common Area and enforcing the provisions of the Declaration and these Bylaws. The Board of Directors shall cause to be kept a complete record of all its acts and corporate affairs.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify any director against liabilities and reasonable litigation expenses, including attorney's fees, incurred by the director in connection with any action, suit or proceeding in which the director is made or is threatened to be made a party by reason of being or having been such director, except in relation to matters as to which the director shall be adjudged in such action, suit or proceeding to have acted in bad faith or outside the scope of his/her duties as a director, or to have been liable or guilty by reason of willful misconduct in the performance of duty.

ARTICLE VIII BOOKS AND RECORDS

The books and records of the Association shall be subject to inspection by any Member in accordance with Chapter 55A of the North Carolina General Statutes.

ARTICLE IX AMENDMENTS AND CONFLICTS

These Bylaws may be amended at a regular or special meeting of the Members upon approval of Members holding seventy-five percent (75%) of the votes in the Association. In the case of any conflicts, the provisions of North Carolina law, the Declaration, the Articles of Incorporation, and these Bylaws, in that order, shall prevail.

ARTICLE X 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 the CUMBERLAND STREET TOWNHOMES OWNERS ASSOCIATION, INC., certify that the foregoing Bylaws were adopted by the Board of Directors at its initial meeting, and have hereunto set our hands this 29 day of September, 2021.

DocuSigned by:

Johnny Chappell

E0AE176C5BA84D6...

DocuSigned by:

Shawn Donovan

F3E1C243BC1F499...

DocuSigned by:

Starla Sampson

CTC1A521104B469...