

**BYLAWS OF**  
**EAGLE RIDGE GOLF COMMUNITY**  
**HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND LOCATION.** The name of the corporation is Eagle Ridge Golf Community Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located, and meetings of Members and Directors may be held, at such places within the State of North Carolina as may be designated by the Board of Directors of the Association from time to time (referred to herein as the "Board of Directors").

**ARTICLE II**

**DEFINITIONS**

Section 1. All capitalized terms herein not defined herein shall have the meanings ascribed to such terms in that certain Master Declaration of Covenants, Conditions and Restrictions for Eagle Ridge Golf Community executed by Sandler at Olde Stage, L.C., as Declarant therein, and recorded or to be recorded in the Office of the Register of Deeds of Wake County, North Carolina (as the same may be modified, amended or supplemented, from time to time, the "Declaration").

Section 2. "Membership" means all Members, as a group.

**ARTICLE III**

**MEETING 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 a date, time and place within the State of North Carolina selected 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 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 the notice, postage prepaid, not less than ten (10) nor more than fifty (50) days before the meeting, to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice

shall specify the place, day, and hour of the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members or proxies entitled to cast one-tenth (1/10) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in 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 the 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 his Dwelling Unit or Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS SELECTION: TERM OF OFFICE

Section 1. Number. The Board of Directors shall consist of three (3) directors (the "Directors"), and shall manage the affairs of the Association. A Director need not be a Member of the Association.

Section 2. Term of Office. The terms of office of the first Directors elected or appointed by the incorporator at the organizational meeting of the Association to complete the organization of the Association (the "First Directors") shall be for the period until the first annual meeting of the Members at which their successors are elected. The terms of each Director other than such First Directors shall be for one (1) year or until his successor is elected, whichever shall be the longer period. Each Director, other than the First Directors elected or appointed by the incorporator, shall be elected at the annual meeting.

Section 3. Removal. Any Director, other than a First Director and other than a Director selected by the Declarant during the Declarant Control Period (as hereinafter defined), may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association. Any Director selected by the Declarant during the Declarant Control Period may be removed by the Declarant, with or without cause. In the event of death, resignation or removal, pursuant to these Bylaws, of a Director (a) if such Director was elected by the Members of the Association, his successor shall be selected by the remaining Members of the Board of Directors and shall serve for the unexpired term of his predecessor and (b) if such Director was elected by the Declarant during the Declarant Control Period, his successor shall be selected by the Declarant.

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 of persons for election to the Board of Directors shall be made by a Nominating Committee (the "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 other persons. The Nominating Committee shall be appointed by the President of the Association prior to each annual meeting of the Members, to serve until the close of the 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. Nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At the election, the Member 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. In the event that any Director (including a First Director) resigns, the remaining Directors shall elect a substitute Director to fill his or her unexpired term.

Section 3. Election of Directors by Declarant. Notwithstanding anything to the contrary set forth in Section 1 or Section 2 of this Article V, during the Declarant Control Period, the Declarant shall be entitled to appoint and remove the members of the Board of Directors of the Association. Following the expiration of the Declarant Control Period, the Board of Directors shall be elected by the Members in the manner set forth in Section 1 and Section 2 of this Article V.

As used herein, the term "Declarant Control Period" shall mean that period from the filing of the Articles of Incorporation of the Association until such time as the first of the following events occurs:

(a) Class II Membership ceases to exist and is converted to Class I Membership as provided in the Declaration;

(b) Declarant surrenders the authority to appoint and remove members of the Board of Directors and Officers (as hereinafter defined) of the Association by an express written exercise of such option, executed by the Declarant and delivered to the Association or any of the Directors on its behalf; or

(c) January 1, 2009.

If Class II membership has been terminated or has expired and subsequently Class II membership is reinstated as provided for in the Declaration, the Declarant Control Period shall also be reinstated and shall terminate again upon the happening of the first to occur of the foregoing events, except that the date specified in item (c) shall be deemed to be the date that is 10 years after the date of the reinstatement of the Class II membership.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually at such place and hour as may be fixed from time to time by resolution of the Board of Directors, without the necessity of further notice.

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 Directors, after not less than three (3) days notice to each 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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Areas including any improvements and amenities located thereon, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, including fines;

(b) suspend the voting rights, and the right of use of any recreational facilities located on any Common Area during any period in which the Member is in default in the payment

of any assessment levied by the Association; these rights may also be suspended for a period not to exceed sixty (60) days for an 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 Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and

(d) employ a manager, independent contractors, or other employees or contractors as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) keep 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 when such a statement is requested in writing by the holders of one-fourth (1/4) of the votes of the Members;

(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:

(1) fix the amount of the annual assessment against each Dwelling Unit or Lot as provided in the Declaration;

(2) send written notice of each annual assessment and each special assessment to every Dwelling Unit or Lot Owner subject thereto, as provided in the Declaration; and

(3) foreclose the lien against a Dwelling Unit or Lot if the Owner thereof has not paid the assessment thereon within such time as the Board of Directors may determine, or bring an action at law against the Dwelling Unit or Lot Owner personally obligated to pay the same;

(d) issue, or 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 the certificate states that an assessment has been paid, the certificate shall be conclusive evidence of payment with respect to any person relying on the certificate);

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(g) cause the Common Areas or, as appropriate, the Limited Common Areas, to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this Association shall be a President and Vice-President, a Secretary, and a Treasurer, one or more Assistant Secretaries, and such other Officers as the Board of Directors may from time to time by resolution create (the "Officers").

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors and thereafter at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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 the Secretary. Such resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the 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 the vacancy shall serve for the remainder of the term of the Officer he or she replaces.

Section 7. Duties. The duties of the Officers are as follows:

#### President

(a) The President shall preside at all meetings of the Members and of the Board of Directors and see that orders and resolutions of the Board of Directors are carried out. The President shall have authority to sign all leases, mortgages, deeds of trust, deeds, and other written instruments.

#### Vice President

(b) The Vice President (the "Vice President") shall act in the place and stead of the President in the event of his absence or inability or refusal to act, and exercise and discharge such other duties as may be required of him by the Board of Directors. The Vice President shall likewise have authority to sign all leases, mortgages, deeds of trust, deeds, and other written instruments.

#### Secretary; Assistant Secretaries

(c) The 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; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board of Directors. Any Assistant Secretary (the "Assistant Secretary") may act in the place and stead of the Secretary in the event of his or her absence or inability or refusal to act.

#### Treasurer

(d) The Treasurer (the "Treasurer") shall receive and deposit in appropriate bank accounts all monies of the Association and disburse these funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and prepare 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 requesting the same.

### ARTICLE IX

#### COMMITTEES

The Association shall appoint such committees as deemed appropriate in carrying out its purposes.

### 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. 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 a reasonable cost.

## ARTICLE XI

### ASSESSMENTS AND FINES

As more fully provided in the Declaration, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the Dwelling Unit or Lot against which the assessment is made. If the assessment is not paid on the due date, the assessment shall bear interest as provided in the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Dwelling Unit or Lot, and interest, costs, and reasonable attorneys' 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 Areas or abandonment of its Dwelling Unit or Lot.

The Association may also establish a schedule of fines for violations of the terms of the Declaration. Fines may be enforced in the same manner as assessments.

## ARTICLE XII

### AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by the holder of two-thirds (2/3) of the votes of the Members of the Association present in person or by proxy at the meeting at which the vote is taken; provided, however, the consent of the Declarant shall be required for any amendment so long as Declarant or any of the present general partners of Declarant own any one (1) Dwelling Unit or Lot.

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

The seal of the Association shall be in the form impressed on the margin of this page or in such form as the Board of Directors shall adopt from time to time.



# CERTIFICATION

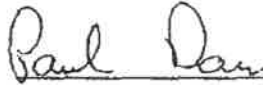
I, the undersigned, do hereby certify:

THAT I am the duly elected and acting assistant secretary of Eagle Ridge Golf Community Homeowners Association, Inc. a North Carolina corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, duly adopted by the Board of Directors thereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 27 day of

May, 1998.



Paul Davis, Assistant Secretary

BK015137PG01709

WAKE COUNTY, NC 558  
LAURA H RIDDICK  
REGISTER OF DEEDS  
PRESENTED & RECORDED ON  
02/08/2013 AT 16:18:03

BOOK:015137 PAGE:01709 - 01712

Prepared by and return to: Hope Derby Carmichael, P.O. Box 10669, Raleigh, NC 27605

STATE OF NORTH CAROLINA

AMENDMENT TO BYLAWS OF  
EAGLE RIDGE GOLF COMMUNITY  
HOMEOWNERS ASSOCIATION, INC.

COUNTY OF WAKE

THIS AMENDMENT to the Bylaws of Eagle Ridge Golf Community Homeowners Association, Inc. ("Association"), which was approved by the membership of the Association as of February 27, 2007, is hereby certified and recorded by the Board of Directors of the Association.

WITNESSETH:

THAT WHEREAS, the original Declarant for Eagle Ridge Golf Community adopted certain Bylaws for the Association; and

WHEREAS, Article XII, Section 1 of the Bylaws provide that the Bylaws may be amended at a regular or special meeting of the members by the holders of two-thirds (2/3) of the votes of the members of the Association that are present in person or by proxy at the meeting at which the votes it taken; and

WHEREAS, a special meeting of the Owners was duly noticed and held on February 27, 2007, to consider the adoption of amendments to the Bylaws to increase the size of the Board and stagger director terms; and

WHEREAS, a quorum was present at the special meeting and the proposed amendment passed by more than two-thirds (2/3) of the votes of the members of the Association that were present in person or by proxy at such meeting;

NOW, THEREFORE, the undersigned does hereby certify and declare that the Bylaws are amended as follows:

BK016137PG01710

1. Article IV, Section 1 of the Bylaws is deleted by inserting the term "five (5)" in place of the term "three (3)."
2. Article IV, Section 2 of the Bylaws is deleted in its entirety and inserted in lieu thereof is the following:

Section 2: Term of Office. The terms of office of the first Directors elected or appointed by the incorporator at the organizational meeting of the Association to complete the organization of the Association (the "First Directors") shall be for the period until the first annual meeting of the members at which their successors are elected. The terms of each Director other than such First Directors shall be for two (2) years or until his or her successor is elected, except the initial Board of Directors elected at the annual meeting of the Members shall consist of one (1) Director elected to a one (1) year term; two (2) Directors elected to two (2) year terms and two (2) Directors elected to three (3) year terms. All subsequent Directors shall be elected to two (2) year terms. Each Director, other than the First Directors elected or appointed by the incorporation, shall be elected at the annual meeting.

The above amendment was effective as of February 27, 2007.

*[Signature Page to Follow]*

BK015137PG01711

CERTIFICATION OF VALIDITY OF AMENDMENT TO  
BYLAWS OF EAGLE RIDGE GOLF COMMUNITY HOMEOWNERS ASSOCIATION, INC.

By authority of its Board of Directors, the undersigned hereby certifies that the foregoing amendment was approved by at least two-thirds (2/3) of the votes of the members of the Association present in person or by proxy at a duly called meeting and is, therefore, a valid amendment to the existing Bylaws for the Association.

EAGLE RIDGE GOLF COMMUNITY  
HOMEOWNERS ASSOCIATION, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

President

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Secretary

STATE OF NORTH CAROLINA

ACKNOWLEDGMENT

COUNTY OF ~~Wake~~ Durham

I, Andrew R Heitz, a Notary Public of the County and State aforesaid, certify that Emily Nugent personally came before me this day and acknowledged that s/he is the Secretary of Eagle Ridge Golf Community Homeowners Association, Inc., a North Carolina non-profit corporation, and that the foregoing document was signed in its name by its President and attested by Emily Nugent as its Secretary.

Witness my hand and official stamp or seal, this 3 day of Jan, 2013



Notary Public

Printed Name

My commission expires: July 17 2016



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Yellow probate sheet is a vital part of your recorded document.  
Please retain with original document and submit for rerecording.

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

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**AMENDMENT TO THE BY-LAWS OF THE EAGLE RIDGE GOLF COURSE  
COMMUNITY HOMEOWNERS ASSOCIATION, INC.**

The Eagle Ridge Golf Course Community Homeowners Association, Inc. (hereinafter "the Association") was originally established in Wake County, NC in September 1998. The original Declarant of the Association duly adopted By-laws for the Association. The By-laws set forth the structure and procedures for governing and operating the Association.

The Association members have determined that it is in the Association's best interests to amend Article IV, Section 1 of the By-laws to increase the number of the Directors of the Homeowners Association from three to five.

Now, therefore, pursuant to Article XII of the By-laws, Article IV of the By-laws is hereby amended (amendment shown in bold) and shall read as follows:

**Section 2: Term of office.** The terms of office of the first Directors elected or appointed by the incorporator at the organizational meeting of the Association to complete the organization of the Association (the "First Directors") shall be for the period until the first annual meeting of the members at which their successors are elected. **The terms of each Director other than such First Directors shall be for two (2) years or until his or her successor is elected, except the initial Board of Directors elected at the annual meeting of the Members shall consist of one (1) Director elected to a one (1) year term; two (2) Directors elected to two (2) year terms and two (2) Directors elected to three (3) year terms. All subsequent Directors shall be elected to two (2) year terms. Each Director, other than the First Directors elected or appointed by the incorporation, shall be elected at the annual meeting.**

Except as amended herein, the Declaration remains in full force and effect.

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**EAGLE RIDGE GOLF COMMUNITY HOMEOWNERS ASSOCIATION  
SPECIAL MEETING MINUTES  
FEBRUARY 27, 2007**

**Location:** Holland's United Methodist Church- Garner , NC

**Board Members Present:** Colene Birchfield, Rod Meadows, and Spence Cardwell

**Management Present:** Kelly Decker, Community Manager  
Jenny Fuller, Community Service Adm.

**CALL TO ORDER**

Colene Birchfield called the meeting to order at 7:05 p.m. It was noted that there was a quorum present for this meeting.

**DISCUSSION, PRESENTATION, AND VOTE TO AMENDMENT THE MASTER DECLARATION OF COVENANTS AND RESTRICTIONS AND THE BYLAWS**

Mrs. Birchfield opened the meeting by discussing the terms of the Amendment to the Master Declaration of Covenants, Conditions, and Restrictions for Eagle Ridge Golf Community. The proposed Covenant amendment would regulate leased property in Eagle Ridge and the Bylaw amendment would increase the number of Board members from three to five and stagger terms of Board members.

During discussion of the amendments, the following items were addressed:

- There was conversation regarding the contracts of the association and when they expire

Mrs Birchfield asked if there were any further questions or concerns regarding the Amendments. As there were none, the discussion of the amendment to the Master Declaration of Covenants, Conditions, and Restrictions and the Bylaws was concluded.

**ELECTION RESULTS**

The amendment of the Master Declaration of Covenants, Conditions, and Restrictions, as proposed was voted on. In order for the amendment to pass, 67% of the member's affirmative votes were needed. The results of the election were that there were not enough affirmative votes to pass this and therefore the amendment did not pass.

The amendment of the Bylaws as proposed was voted on. In order for this amendment to pass, 67% of the members' affirmative votes present were needed. The association acquired more than 67% and therefore, the amendment passed with the change. The two board members that were elected as a result of the bylaw amendment passing were Stephen Leischner and Sue Warner.

**ADJOURNMENT**

There being no further business to discuss, the meeting was adjourned by Mrs. Birchfield at 8:05 p.m.

MINUTES  
EAGLE RIDGE HOMEOWNERS ASSOCIATION  
BOARD OF DIRECTORS' MEETING  
February 27, 2007

Directors Present: Colene Birchfield, Spence Cardwell, Stephen Leischner, Rod  
Meadows, Sue Warner.  
Management Present: Kelly Decker

**CALL TO ORDER:**

Colene called the meeting to order at approximately 8:10 pm. We had a quorum. The Board discussed the terms and the offices. By way of motion, Colene Birchfield was elected President for a 3-yr term, Spence Cardwell was elected Treasurer for a 1-yr term, Rod Meadows was elected Vice President for a 3-yr. term, Sue Warner was elected Secretary for a 2-yr. term and Stephen Leischner was elected Member at Large for a 2-yr. term.

Spence moved we adjourn. Colene seconded. Meeting adjourned at approximately 8:20 pm.

Respectfully submitted: Sue Warner