

**BYLAWS
OF
COUNTRY CLUB SHORES PROPERTY OWNERS ASSOCIATION**

ARTICLE I - OFFICES

Section 1. **Principal Office.** The principal office of the Corporation shall be located at 22354 Country Club Lane, Davidson, North Carolina 28036 or at such other place as may be designated from time to time by the Board of Directors.

Section 2. **Registered Office.** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

ARTICLE II - MEMBERS

Section 1. **Members.** Membership shall be available to all persons who pay the annual dues prescribed by the Board of Directors and who are property owners (or tenants under leases of one year or longer) of Country Club Shores.

Section 2. **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members. One or more individuals who pay the annual dues for a joint membership shall be entitled to only one vote per membership and shall be treated as one member for all purposes under these Bylaws.

Section 3. **Transfer of Membership.** Membership in the corporation is not transferable or assignable.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. **Place of Meetings.** All meetings of members shall be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting.

Section 2. **Annual Meetings.** The annual meeting of members shall be held between January 15 and March 15 of each year, at such time as the Board of Directors shall designate, for the purpose of electing Directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. **Substitute Annual Meetings.** If the annual meeting of members shall not be held within the dates designated in these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting of members.

Section 4. **Special Meetings.** Special meetings of the members may be called at any time by the President, by the Board of Directors or by members having one-tenth of the votes entitled to be cast at such meeting.

Section 5. **Notice of Meetings.** Written or printed notice stating the place, day and hour of the meeting of members shall be delivered or mailed not less than 10 nor more than 50 days before the date thereof, either personally or by mail, at the direction of the President, the Secretary or other person calling the meeting, to each member entitled to vote at such meeting.

In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless such statement is expressly required by the provisions of these Bylaws or the North Carolina Nonprofit Corporation Act.

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than 30 days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. **Quorum.** One-fourth of the number of members shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 7. **Proxies.** At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV - DUES

Section 1. **Annual Dues.** The amount of the initiation fee, if any, and annual dues payable to the Corporation by members shall be approved by the Board of Directors.

Section 2. **Payment of Dues.** Dues shall be payable in advance on May 15 and on such date annually thereafter.

Section 3. **Default and Termination of Membership.** When any member shall be in default in the payment of dues for a period of two months from the fiscal year or period for which such dues become payable, his membership shall terminate.

ARTICLE V - BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors or by such Committees as the Board may establish pursuant to these Bylaws.

Section 2. **Number, Term and Qualifications.** The number of Directors of the Corporation shall be no more than seven (7). Directors shall serve on the Board of Directors for one (1) year terms. Each Director shall hold office until his or her death, resignation, retirement, removal, disqualification or until a successor shall have been elected and qualified; however, no Director can serve for more than six (6) consecutive years on the Board of Directors. Directors need not be residents of the State of North Carolina.

Section 3. **Election of Directors.** Directors shall be elected by the Membership. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, even though less than a quorum.

Section 4. **Removal.** Any Director may be removed from office at any time, with or without cause. If any Director is so removed, a new Director may be elected at the same meeting.

Section 5. **Executive Committee and Other Committees.** The Board of Directors, by resolution adopted by a majority of the total number of directors then in office, may designate an Executive Committee and one or more other committees each to consist of two or more directors, which committees, to the extent provided in such resolution, shall have and may exercise the authority of the Board of Directors in the management of the corporation except as expressly prohibited by law.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held not less than six (6) times each year at a time and place designated on the notice of meeting. The first regular meeting held in any calendar year shall be considered the annual meeting for the purpose of electing officers and directors.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such a meeting may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 3. **Notice of Meetings.** Notice of a regular meeting of the Board of Directors, or any special meeting of the Board of Directors, shall be given at least three days before the meeting by any usual means of communication. Except as provided in Section 4 of Article VI hereof, such notice need not specify the purpose for which the meeting is called. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the

express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Section 4. **Waiver of Notice.** Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. **Quorum.** One-half (1/2) of the number of Directors serving from time to time shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. **Manner of Acting.** Except as otherwise provided in these Bylaws the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or a dissent is otherwise entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. **Informal Action.** Action taken by a majority of the directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

ARTICLE VII - OFFICERS

Section 1. **Number.** The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and such Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. **Qualification.** All officers of the Corporation shall be elected by the Board of Directors of the Corporation.

Section 3. **Election and Term.** The officers of the Corporation shall be elected by the Board of Directors for a term of one (1) year beginning immediately following such election. Such election may be held at any regular or special meeting of the Board or by informal action of

the Board. Each officer shall hold office until his or her death, resignation, retirement, removal, disqualification, or until his or her successor shall have been elected and qualified.

Section 4. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. **President.** The President of the Board shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall sign, with the Secretary, an Assistant Secretary, or any other proper officers of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, leases, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. **Vice President.** In the absence of the President of the Board or in the event of his death, inability or refusal to act, the Vice Presidents, in the order determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. **Secretary.** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. The Secretary shall give, or cause to be given, all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and the Secretary shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the Secretary's signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned the Secretary from time to time by the President of the Board or by the Board of Directors.

Section 9. **Treasurer.** The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, shall prepare and publish a financial statement for the

Corporation and shall generally perform all other duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer from time to time by the President of the Board or the Board of Directors.

Section 10. **Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and Assistant Treasurers, if any, shall in the absence or disability of the Secretary and the Treasurer, respectively, have all the powers and perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President of the Board or Board of Directors.

Section 11. **Bonds.** The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE IX - GENERAL PROVISIONS

Section 1. **Seal.** The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation, and in the center of which is inscribed SEAL, N.C.; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

Section 2. **Waiver of Notice.** Whenever any notice is required

under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. **Fiscal Year.** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the 31st day of December in each year.

Section 4. **Amendments.** These Bylaws may be amended, restated or repealed and new Bylaws may be adopted by the affirmative vote or a majority of the directors then holding office at any regular or special meeting of the Board of Directors; provided, however, that the Board of Directors shall have received notice of said meeting.

Section 5. **Indemnification of Directors and Officers.** Each director, officer, employee or agent of the Corporation shall be entitled to indemnification or reimbursement by the Corporation for any expenses or liabilities incurred by him under the circumstances permitting such indemnification or reimbursement under the North Carolina Nonprofit Corporation Act and subject to the conditions and limitations on such indemnifications and reimbursements set forth in said Nonprofit Corporation Act. The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.