

**AMENDED AND RESTATED  
BYLAWS OF SOMERSBY PARK HOMEOWNERS ASSOCIATION A NORTH  
CAROLINA NON-PROFIT CORPORATION**

**ARTICLE I**

**Identity**

These are the Bylaws of the SOMERSBY PARK HOMEOWNERS ASSOCIATION, INC., a North Carolina nonprofit corporation (the "Association").

For purposes of these Bylaws, terms specifically defined either in the Declaration of Covenants, Conditions and Restrictions (the "Declaration") for the residential community to be known as "Somersby Park" and located off of Hebron Road, Town of Laurel Park, in Henderson County (herein "Somersby Park"), or the North Carolina Nonprofit Corporation Act, Chapter 55A, North Carolina General Statutes (herein "the Corporation Act"), or the North Carolina Planned Community Act, Chapter 47F, North Carolina General Statutes (herein "the Planned Community Act") shall have the same meaning herein. Unless the Declaration or Bylaws expressly provide otherwise, the procedures and substantive matters governing the Association can be determined by reference to the Corporation Act or the Planned Community Act. In the event of any conflict between the Corporation Act or the Planned Community Act, the Planned Community Act shall control.

**ARTICLE II**

**Qualifications and Responsibilities  
of Members**

2.1. Members. Every Owner of a Lot in Somersby Park shall be a Member of the Association and shall remain a Member until he or she ceases to be an Owner of a Lot.

2.2. More Than One Owner. When there is more than one Owner of a Lot, all such persons shall be Members of the Association.

2.3. Registration. It shall be the duty of each Owner of a Lot to register his/her name and his/her mailing address with the Secretary of the Association. If an Owner of a Lot does not so register, the Association shall be under no obligation to recognize his/her privileges of being a Member. In no event shall an Owner of a Lot avoid personal responsibility for the obligations of being a Member, including the payment of assessments, from his or her failure to register.

2.4. Prohibition of Assignment. The interest of a Member in the Association assets cannot be transferred or encumbered except as an appurtenance to his or her Lot.

**ARTICLE III**

**Members' Meetings and Voting**

3.1. Place. Meetings of the Members shall be held at such place within Somersby Park or within Henderson County, North Carolina, as may be designated from time to time by the Board of Directors of the Association (the "Board").

3.2. Annual Meeting. The Members shall meet at least once each year in January, the day being specified in the notice of such meeting given pursuant to Section 3.5. At each annual meeting the Members may transact any business properly coming before them.

3.3. Special Meetings. Special meetings of the Members may be called at any time by (a) the President, or (b) by a majority of the Board, or (c) by written request signed by Members of the Association entitled to cast at least fifty-one percent (51%) of the total votes in the Association. The written request by the Members shall be delivered to any Officer or Director of the Association, and in such event the requested meeting shall be notified and held within sixty (60) days after the request is received. No business shall be transacted at a special meeting except that which is stated in the notice thereof.

3.4 Remote Meetings. The Board, in its sole discretion, may determine that annual meetings or special meetings may be conducted solely by means of remote communication and that such remote meetings shall be construed as a “place” for the purposes of this provision, and provided the Board can reasonably verify the identity of participating Members and provide Members a reasonable opportunity to participate in the remote meeting and to vote on matters before the Membership. Remote communication shall include the use of any means of communication by which all Members participating may simultaneously read or hear the meeting’s proceedings substantially concurrently with the proceedings. Voting Members shall be given the opportunity to vote on any matter considered during the remote meeting by ballot submitted by electronic or paper transmission, in accordance with N.C. Gen. Stat. Section 55A-7-08. Meetings may be held in person or by remote communication but not by a combination of the two. All Owners as Members of the Association are entitled to attend and participate in meetings of Members; however, only one Member vote per Lot owned may be cast, regardless of the number of Owners for a specific Lot.

3.5. Notices. Written or electronic notice of each meeting of the Members, stating the time and place, and accompanied by a complete agenda thereof, shall be given by, or at the direction of, the President or Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by sending via electronic mail ("email"), at least sixty (60) days before such meeting to each Member entitled to vote there at, 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 or to an email address authorized by the Member. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the Member at the Member's address as it appears on the current record of Members of the Association, with postage thereon prepaid. If emailed, such notice shall be deemed to be effective when sent to the correct email address provided by the Member to the Association. The Association may vote or transact business on any matter at an annual meeting whether or not specific notice of said item was given in the notice of the annual meeting. However, for special meetings, only items which were included in the meeting's notice for Members can be voted on.

3.6. Quorum: Adjournment if no Quorum. A quorum shall consist of Members present, in person or by proxy, entitled to cast at least fifty-one percent (51%) of the total votes in the Association. If a quorum is not present, the meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. The quorum requirement for the next meeting called due to the lack of a quorum shall be twenty-six (26%) percent of the total votes of the Association

3.7. Vote. Each Lot is entitled to one (1) vote. When there is more than one Owner of a Lot, said Owners shall designate in writing the person authorized to vote for said Lot.

3.8. Manner of Casting Votes. Votes may be cast in person or by proxy for in person meetings. A proxy must be in writing, be signed by all owners of the Lot, the votes of which are subject to the proxy, be given only to another member or to a Security Holder of that Lot and be filed with the Secretary on or before the meeting. A proxy shall be valid until revoked in writing by all Owners of such Lot or by the attendance and announcement to the person presiding over the Association meeting of all Owners of such Lot. A proxy should denote the vote desired on a specific issue and/or general authorization to the proxy holder to vote according to his or her discretion. A proxy is void if not dated. A proxy terminates 11 months after its date, unless it specifies a shorter term. Votes may be cast electronic as provided for in Sections 3.4 and 3.11.

3.9. Required Votes. All questions shall be decided by a majority of the votes cast on the question, unless the provisions of applicable law, the Declaration or these Bylaws require a greater vote.

3.10. Action by Members Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting if such action is authorized in writing, setting forth the action taken and is signed by all Members, pursuant to NCGS §55A-7-04, or if such action is taken in any other manner permitted by law.

3.11. Member Action by Written Ballot or Electronic Voting Without a Meeting. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting by written ballots or electronic voting as provided for in NCGS §55A-7-08.

3.12. Prohibition of Cumulative Voting. There shall be no cumulative voting.

## **ARTICLE IV**

### **Directors**

4.1. Number and Qualifications of Directors. The Board shall consist of five (5) natural persons. A Director must be an Owner of a Lot or the individual nominee of an Owner of a Lot which is other than an individual.

4.2. Election of Directors. An election of Directors by the members shall occur at an annual meeting of the Members and at each subsequent meeting after the term of the Directors have expired. Members shall elect the Directors by a majority of the votes cast in the election.

4.3. Term. Each Director shall serve a three-year term. There is no limitation on the number of terms a Director may serve. Once elected, a Director shall hold office until his successor has been duly elected and has qualified.

4.4. Removal. Any Director may be removed, with or without cause, by a vote of the Members entitled to cast at least a majority of the total votes in the Association, at a special meeting called for such purpose. The Members, by majority vote, shall appoint a successor to serve the balance of the removed Director's term.

4.5. Vacancies. Any vacancy in the Board arising by death or resignation of a Director shall be filled by act of the remaining Directors, whether or not constituting a quorum, and a Director so elected shall serve for the unexpired term of his predecessor in office.

4.6. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined by a majority of the Directors, including virtually via telephonic or other electronic means on a platform available to all Board members, but at least three (3) times a fiscal year (as that term is defined in Sections 4.12(a) and 7.2 below). Notice of regular meetings shall be given to each Director, personally or by mail, email, or telephone, at least thirty (30) days prior to the meeting.

4.7. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President or the Secretary and held within ten (10) days after written request signed by two (2) Directors is delivered to any other Director or the President or the Secretary. Not less than seventy-two (72) hours' notice of such special meeting shall be given personally or by mail, email, or telephone to each Director, provided that in case the President or any Director determines that an emergency exists, a special

meeting may be called by giving such notice as is possible under the circumstances. All notices of a special meeting shall state the time, place and purpose thereof. No business shall be transacted at a special meeting except that which is stated in the notice thereof.

4.8. Quorum: Adjournment if No Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the meeting shall be adjourned from time to time until a quorum is present. The signing by a Director of the minutes of a meeting shall constitute the presence of such Director at that meeting for the purpose of determining a quorum.

4.9. Manner of Acting. Each Director shall be entitled to one (1) vote. The act of a majority of the Directors present at a meeting shall constitute the act of the Board unless the act of a greater number is required by the provisions of applicable law, the Declaration or these Bylaws.

4.10. Meeting Forums: Board Action Without Meeting. Although regular or special meetings may occur at such places as specified in the notice, regular or special meetings by means of a conference telephone or similar communication device are permissible as long as the required notice is given. Any action that may be taken at a meeting of the Board may be taken without a meeting if such action is authorized in writing, setting forth the action taken, signed by all Directors.

4.11. Compensation of Directors Restricted. Directors shall receive no compensation for their services but may be paid for out-of-pocket expenses incurred in the performance of their duties as Directors.

4.12. Powers and Duties of Board. All of the powers and duties of the Association shall be exercised by the Board, including those existing under the common law, applicable statutes, the Corporation Act, the Planned Community Act, the Declaration, the Articles, and these Bylaws, as any thereof may from time to time be amended. Such powers and duties shall be exercised in accordance with the provisions of applicable law, the Corporation Act, the Planned Community Act, the Declaration, the Articles, and these Bylaws, and shall include, but not be limited to, the following:

- (a) To prepare and provide to Members annually, a budget summary report for the fiscal year commencing January 1 and concluding December 31 of that calendar year (the "Fiscal Year"), said budget summary report containing at least the following:
  - i. A statement of the status and amount of any reserve or replacement fund and any portion of the fund designated for any specified project by the Board.
  - ii. A statement of the financial condition of the Association for the last Fiscal Year.
  - iii. A statement of the status of any pending suits or judgments in which the Association is a party.
  - iv. A statement of title insurance coverage provided by the Association.
  - v. A statement of any unpaid assessments payable to the Association, identifying the Lot and the amount of the unpaid assessment. All Lot owners do hereby acknowledge that this reporting of unpaid assessments shall not constitute a violation of any federal or state unfair debt collection laws.

The Board shall provide all Members a summary of the budget as provided above.

- (b) To adopt and amend budgets (with the ratification of the Membership as provided above) and to determine, and collect assessments to pay the Association's Common Expenses, including operating expenses and Common Element maintenance fees (the term "Common Expenses" being defined with more particularity in the Declaration), and capital improvement costs. The Board shall engage a certified public accountant to do the Association bookkeeping, to file

annual returns and to assist in preparing the report described above.

- (c) To regulate the use of, and to maintain, repair, replace, modify and improve the Common Elements.
- (d) To adopt and amend Rules and Regulations and to establish reasonable penalties for infraction thereof.
- (e) To enforce the provisions of the Declaration, the Articles, these Bylaws, the Act, and Rules and Regulations by all legal means, including injunction and recovery of monetary penalties.
- (f) To hire and terminate agents and independent contractors.
- (g) To institute, defend, intervene in, or settle any litigation or administrative proceeding in its own name on behalf of itself on matters affecting the Common Elements or enforcement of the Declaration, the Bylaws or the Rules and Regulations of the Association.
- (h) To establish and dissolve and liquidate, from time to time, reserve accounts for any purpose.
- (i) To borrow money for the maintenance, repair, replacement, modification or improvement of the Common Elements and to pledge and pay assessments, and any and all other revenue and income, for such purpose.
- (j) To buy Lots in foreclosure of an assessment lien, or at any other time or for any other reason, and to sell, lease, mortgage, and otherwise deal in Lots from time to time owned by the Association.
- (k) To grant leases, licenses, concessions and easements through and over the Common Elements, unless contrary to the Declaration.
- (l) To impose and collect reasonable charges, including reasonable costs and attorneys' fees, for the enforcement of any Use Restrictions or Rules and Regulations set forth in the Declaration or these Bylaws.
- (m) To provide for indemnification of the Association's Officers and Directors and maintain Officers' and Directors' liability insurance.
- (n) To impose charges for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, these Bylaws, or the Rules and Regulations.

## **ARTICLE V**

### **Officers**

5.1. Designation of Officers. The Officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. Each officer shall be an Owner of a Lot, or the individual nominee of an Owner of a Lot which is other than an individual. A person may hold one or more of such offices at one time, except that the President shall not at the same time hold another office in the Association. The Board may elect an assistant treasurer, an assistant secretary and such other officers as in its judgment may be necessary.

5.2. Election of Officers. Officers of the Association shall be elected by the Board. Elections shall be

held every year at the first meeting of the Board held after the annual meeting of the Members.

5.3. Term. Each Officer shall serve until his successor has been duly elected and has qualified.

5.4. Removal. Any Officer may be removed, with or without cause, and without notice, by the Board.

5.5. Vacancy. Any vacancy in any office shall be filled by the Board, and an Officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

5.6. Powers and Duties of Officers.

(a) President. The President shall be the chief Executive Officer of the Association and shall see that all actions and resolutions of the Board are carried into effect.

(b) Vice President. The Vice-President shall perform such duties of the President as shall be assigned to him by the President, and in the absence of the President shall perform the duties and functions of the President.

(c) Secretary. The Secretary shall keep the minutes of all meetings and actions of the Board and of the Members; shall give all required notices to the Directors and Members; shall keep the records of the Association, except those kept by the Treasurer; shall perform all other duties incident to the office of a secretary of a corporation; and shall perform such other duties required by the Board or the President.

(d) Treasurer. The Treasurer shall have custody of all intangible property of the Association, including funds, securities, and evidences of indebtedness; shall keep the books of the Association in accordance with good accounting practices and principles, and upon request, shall submit them, together with all vouchers, receipts, records, and other papers to the Board for examination and approval; shall deposit all monies and other valuable effects in depositories designated by the Board; shall disburse funds of the Association as directed by the Board; and shall perform all other duties incident to the office of a treasurer of a corporation.

5.7. Execution of Agreements, Etc. All agreements, deeds, mortgages, or other instruments shall be executed by the President or Vice President with an attest by the Secretary (or Assistant Secretary if appointed), or by such other person or persons as may be designated by the Board.

5.8. Compensation of Officers Restricted. No Officer shall be compensated for his services in such capacity, but may be reimbursed for out-of-pocket expenses incurred in performing his duties.

## **ARTICLE VI**

### **Indemnification of Directors and Officers**

The Association shall indemnify such Persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by the North Carolina General Statutes, as now enacted or hereafter amended. In addition, the Association is authorized to maintain Officers and Directors Liability Insurance.

**ARTICLE VII**  
**Fiscal Management**

7.1. Depository. The Board shall designate a depository for the funds of the Association and may change such depository at any time. Withdrawal of funds from such depository shall be only by checks signed by any two (2) officers of the Association, by electronic transfers or as authorized by the Board.

7.2. Fiscal Year. The Fiscal Year of the Association shall run from January 1 until December 31 of that calendar year. provided that the Board, from time to time, by resolution, may change the Fiscal Year to some other designated period

**ARTICLE VIII**  
**Assessments**

8.1. Obligation of Members to Pay Assessments; Amount of Levy. Each Owner of a Lot shall be personally and severally liable for an assessment equaling the total amount of the Association's Common Expenses as determined in the Board's discretion divided by the total number of Lots owned as set forth in the Declaration.

**ARTICLE IX**  
**Amendment**

The amendment of these Bylaws or adoption of new Bylaws can only occur at a regular meeting of the Members and shall require an affirmative vote of a majority of the Members present at said meeting to such changes.

**ARTICLE X**  
**General Provisions**

10.1 Parliamentary Authority. Robert's Rules of Order, Newly Revised, shall govern the conduct of Association proceeding when not in conflict with the Declaration, these Bylaws, the Articles, the Corporation Act, the Planned Community Act or any statutes of the State of North Carolina applicable thereto. The President of the Association shall have the authority to appoint a parliamentarian.

10.2. Conflict Severability. In the case of any conflict between the provisions of these Bylaws and the Declaration, the Declaration shall control. If any term, provision, limitation, paragraph, or clause of these Bylaws, or the application thereof to any person or circumstance, is judicially held to be invalid, such determination shall not affect the enforceability, validity, or effect of the remainder of these Bylaws, or the application thereof to any other person or circumstance.

10.3 Notices. Whenever in the Declaration, the Act or these Bylaws it shall be required or permitted that notice or demand be given or served on the Association or a Lot Owner or a First Mortgagee or other party entitled to notice, such notice or demand shall be given in writing by postage prepaid mail, or emailed via an authorized email address, to the respective addresses as hereinafter set forth. All notices or demands provided under the terms of the Declaration, the Corporation Act, the Planned Community Act or these Bylaws shall be effective when actually received by a party entitled to notice or when attempted to be delivered as authorized above.

THESE BYLAWS adopted and approved at a duly called meeting of the Board of Directors, as of the \_\_\_\_\_ day of \_\_\_\_\_, 2026.

By: \_\_\_\_\_  
Title: President of the Somersby Park Homeowners Association

Witnessed by: \_\_\_\_\_  
Title: Secretary of the Somersby Park Homeowners Association