

BYLAWS
OF
WOODBIDGE (WAKE) HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Woodbridge (Wake) Homeowners Association, Inc. The principal office of the corporation shall be located at 3620 Six Forks Road, Raleigh, North Carolina, 27609, but the meetings of Members and Directors may be held at such places within Wake County, North Carolina as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Declaration" shall mean that certain instrument, entitled "Declaration of Covenants, Conditions and Restrictions for Woodbridge" recorded in the Office of the Register of Deeds of Wake County, North Carolina, and all amendments thereto.

Section 2. Each term defined in the Declaration shall have the same meaning, 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 in the month of March, April or May of each year, at a date and time determined by the Board of Directors, for the purpose of transacting any business authorized to be transacted by the Members.

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, or upon the written request of Declarant, while Declarant is a Class B Member.

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 ten (10) 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 mailing shall be given by the affidavit of the person giving the notice. Notice of the meeting may be waived before or after the meeting by vote of all 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 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 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. 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 of the Association. 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 the 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. Initially, the Board of the Association shall consist of three (3) directors, who need not be Members of the Association. ~~From the initial annual meeting of Members forward, the affairs of this Association shall be managed by a~~ Board of five (5) directors, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting the Members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years. At each annual meeting thereafter the Members shall elect one (1) or two (2) directors, as the case may be, for a term of three (3) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association, however, any director shall be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without 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 by a 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 Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each 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. Such 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 such 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 person(s) receiving the largest number of votes shall be elected.~~ Cumulative voting and fractional voting shall not be permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held immediately after, and at the same place, as the annual meeting of Members.

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 prior notice to each other 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 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 power to:

(a) adopt, formulate, amend and publish rules and regulations governing the use of the Common Area, the Lots, and any facilities and improvements thereon, 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 the Common Area 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 sixty (60) days, for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members 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) foreclose the lien against any Lot for which the ~~Assessments are not paid within thirty (30) days after their due date and bring an action at law against the Owner personally obligated to pay the same;~~

(f) employ a manager, an independent contractor, or such other persons as deemed necessary, and to prescribe their duties; and

(g) exercise such other powers as are conferred upon the Association by the Articles, the Declaration or these Bylaws.

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

(a) cause to be kept a complete record of all its acts and 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 who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and 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 Lot in advance of each annual Assessment period; and

(2) send written notice of such annual Assessment to every Owner subject thereto at least thirty (30) days in advance of each annual Assessment period;

(d) upon demand, and for a reasonable charge, furnish a certificate signed by an officer of the Association setting forth whether the Assessments on a Lot have been paid. A properly executed certificate of the Association, as to the status of Assessments on a Lot, is binding upon the Association as of the date of its issuance.

(e) procure and maintain liability and hazard insurance on any real and personal property owned by the Association, including the Common Area, as it deems necessary, and create a reserve for payment of premiums therefor and to collect the same;

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

(g) cause all real and personal property owned by the Association, including the Common Area and the stormwater control structures therein, to be maintained and repaired in accordance with applicable government ordinances and policies governing such maintenance and repairs;

(h) pay any taxes, assessments, license fees or governmental charges, levied or imposed against the Common Area or other property, real or personal, owned by the Association; and

(i) perform all other duties imposed by the Articles, the Declaration and these Bylaws.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The offices of this Association shall be that of president and vice-president, which shall at all times be held by Members of the Board of Directors, a secretary, and a treasurer, and such other offices as the Board may from time to time by resolution create.

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

Section 3. Term. Each officer of this Association shall be elected annually by the Board and each shall 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 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 may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. 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 shall be filled by appointment by the Board. 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 secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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; and shall sign all leases, mortgages, deeds of trust, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

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 of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; where directed by the Board, shall cause an annual audit of the Association books to be made by a certified independent public accountant at the completion of each fiscal year.

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint such other 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, lenders, insurers and guarantors of any first mortgage encumbering or insuring a Lot, at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI
FISCAL MATTERS AND ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special Assessments which are secured by a continuing lien upon the Lot against which the Assessment is made. The provisions for fiscal management of the Association as set forth in the Declaration shall be supplemented by the following provisions:

(a) Assessments Roll. The Assessments 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 Owner(s), the amount of each Assessment against the Lot and Owner(s), the dates and amounts in which the Assessments come due, the amounts paid upon the account and the balance upon Assessments.

(b) Budget. The Board shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association including, but not limited to the following items: (i) a Common Area expense budget, including projected expenses for maintenance and operation of the Common Area, landscaping, and walkways, utility services, taxes and governmental charges levied against the Common Area, casualty insurance, liability insurance, if any, and administration; and (ii) proposed Assessments against each Member. Copies of the proposed budget and proposed Assessments shall be transmitted to each Member. If the budget is subsequently amended before the Assessments are made, a copy of the amended budget shall be furnished each Member concerned.

(c) Bank Accounts. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be on checks signed by the President or Vice President and the Treasurer.

(d) Annual Reports. The Board shall cause to be prepared for the Association, for each calendar year, an unaudited operating statement and balance sheet and provide a copy of such statement to each Member not later than May 1 of the year following the year for which the report was made.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Woodbridge Homeowners Association, Inc. - Seal.

ARTICLE XIII
AMENDMENTS

Section 1. Amendment. 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, except that the Federal Housing Authority, the Veteran Administration, the Federal National Mortgage Association, or the City of Raleigh, North Carolina shall have the right to veto amendments while there is a Class B Member, as set forth in the Declaration.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and, in the case of a conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

Section 1. Fiscal Year. 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 of the Association.

Section 2. Gender and Grammar. The singular, wherever used herein, shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provisions hereof apply, either to corporation or other entities or to individuals, men or women, shall, in all cases, be assumed as though in each case fully expressed.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Woodbridge Homeowners Association, Inc., a North Carolina non-profit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association as, duly adopted at a meeting of the Board of Directors thereof, held on the ___ day of _____, 1995.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this ___ day of _____, 1995.

Acting Secretary