

**AMENDED AND RESTATED BYLAWS OF HOMEOWNERS ASSOCIATION OF
AMHERST, Inc.**

This AMENDED AND RESTATED BYLAWS OF HOMEOWNERS ASSOCIATION OF AMHERST is made this 18 day of July, 2019 by the Homeowners Association of Amherst, Inc. by a vote of two-thirds (2/3) of a quorum of members present in person or by proxy at a duly held meeting.

W I T N E S S E T H:

WHEREAS, confusion has been created among the Members of Homeowners Association of Amherst, Inc. (the "Association") by reason of there not being found in the Association's records a signed copy of the Bylaws;

WHEREAS, the Association reasonably believes the Bylaws in its possession, and which hereinafter follow, are the duly enacted and adopted Bylaws for the Association, and the Bylaws which the Association and its Members have historically followed; and

WHEREAS, in order to clear up confusion, and so that the Association has a signed copy of Bylaws in its records, the Association hereby amends and restates the Bylaws in their entirety without any substantive change in terms or provisions.

NOW THEREFOE, the Bylaws are hereby amended and restated in their entirety as follows, and shall be the duly enacted Bylaws for the Association:

Article I
Name and Purpose

The name of the corporation is **Homeowners Association of Amherst, Inc.**, hereinafter called the **Association**.

The Association has been organized for the following purposes:

- a) To promote the health, safety and welfare of the owners and residents of the Properties;
- b) To promote fellowship and friendship among its Members and to hold meetings and social gatherings for the better realization of such purposes;
- c) To provide a forum for the expression of ideas and plans with regard to the improvement of social and general living conditions in the Properties and to take steps toward the fulfillment of said ideas and plans; and
- d) To provide for maintenance, preservation and architectural control of the Lots and Common Elements with the properties.

Article II
Definitions

Section 1. "**Association**" shall mean and refer to **Homeowners Association of Amherst, Inc.**, its successors and assigns.

Section 2. "**Properties**" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "**Common Area**" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "**Lot**" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Properties, including the contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "**Declarant**" shall mean and referred to **Engle Homes.**, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "**Declaration**" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Recorder of Wake County, North Carolina.

Section 8. "**Articles of Incorporation**" shall mean and refer to the Articles of Incorporation of Homeowners Association of Amherst, Inc.

Section 8. "**Member**" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "**Board of Directors**" or "**Board**" shall mean and refer to the elected body governing the Corporation and managing the affairs of the Corporation.

Section 10. "**Manager**" shall mean and refer to the person or firm employed by the Board of Directors as a professional manager, pursuant to the provisions of these Bylaws, to manage the affairs of the Association.

Article III
Meeting of the Members

Section 1. **Annual Meeting.** Regular annual meetings of the Members shall be held during the month of November, the exact date to be established by the Board of Directors, with due notice being provided to the members of not less than thirty (30) days, nor more than sixty (60) days in advance of said annual meeting.

Section 2. **Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors, or upon written request of one-fourth (1/4) of all members entitled to vote.

Section 3. **Quorum.** The presence of the meeting of members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 4. **Absentee Voting.** At all meetings of members, each member shall vote in person or by proxy. All proxies shall be in writing and filed with the Secretary.

Article IV
Board of Directors: Selection: Terms of Office

Section 1. **Number.** A Board of five (5) Directors shall manage the affairs of this Association.

Section 2. **Term of Office.** At the annual meeting in 1999, two (2) members will be elected for a one (1) year term; Three (3) members will be elected for a two (2) year term. Every even year thereafter two (2) members will be elected for a two (2) year term. Every odd year thereafter three (3) members will be elected for a two (2) year term.

Section 3. **Removal.** Any Director may be removed from the Board, by a unanimous vote of the remaining Board of Directors or by a two-thirds (2/3) vote of the members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. **Compensation.** No Director shall receive compensation for any service he/she may render to the Association.

Article V
Nomination and Election of Directors

Section 1. **Nomination.** A Nominating Committee shall make nomination for election to the Board of Directors. 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 other 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 appointments 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.

Section 2. **Election.** Election of the Board of Directors shall be by secret written ballot. At such election the members 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. The chairperson of the meeting shall appoint one or more persons to calculate the votes.

Article VI *Meeting of the Directors*

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

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.

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 majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

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 Common Area and Facilities, and the personal conduct of the members and their guests thereon.
- (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration; and,
- (c) employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

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

- (a) cause to be kept 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 statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) see that the duties of all officers, agents and employees of this Association are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

- (2) send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
- (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. The Board may make a reasonable charge for issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or managers having fiscal responsibilities to be bonded;
- (g) cause the Common Area to be maintained.

Article VIII
Officers and Their Duties

Section 1. The officers shall be a president, a vice president, a secretary and a treasurer. All shall be members of the Board of Directors.

Section 2. The officers shall be chosen by a majority vote of the Directors.

Section 3. All officers shall hold the office at the pleasure of the Board of Directors. Terms of the officers shall be for one year, with the officers being elected at the first Board of Directors meeting after the annual election.

Section 4. **Special Appointments.** The Board may elect such other officers and create such other offices such as assistant secretary 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.

Section 5. **Resignation.** 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 may be filled by appointment by the Board. The officers appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. **Multiple Offices.** The same person may hold the offices of Secretary and Treasurer. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant and to Section 4 of this Article.

Section 8. **Duties.** The duties of the officers are as follows:

President

- (a) the president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases and other written instruments.

Vice-President

(b) the vice-president shall perform the duties of the president in his absence.

Secretary

(c) the secretary shall be ex-officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He / She shall sign all certificates of membership. He / She shall keep the records of the Association. He / She shall record in a book kept for that purpose the names of all Members of the Association together with their addresses as registered by such members. The duties of the Secretary may be delegated to the Manager, but the Secretary shall retain responsibility.

Treasurer

(d) the treasurer shall receive and deposit in appropriate bank accounts all the monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Manager may sign checks, if so authorized by the Board of Directors. Limitations may be placed on the amount that the Manager can sign for, if the Board desires. The duties of the Treasurer may be delegated to the Manager, but the Treasurer shall retain responsibility.

Article IX Committees

The Association shall appoint an Architectural Standards Committee, as provided in the Declaration, and a Nominating Committee, as provided by these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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 office of the manager, where copies may be purchased at reasonable cost.

Article XI Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments that are secured by a continuing lien upon the property against which the assessment is made. Any assessments that are not paid when due shall be found delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear penalty of fifteen dollars (\$15). The Association may also bring an action at Law against the owner personally obligated to pay the same or foreclose the lien against the property,

and interest, costs, and reasonable attorney's 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 non-use of the Common Area or abandonment of his/her lot.

**Article XII
Corporate Seal**

The Association shall have a seal in circular form consisting within its circumference the words: "HOMEOWNERS ASSOCIATION OF AMHERST, INC." and the word "SEAL" in the center.

**Article XIII
Amendments**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of two-thirds (2/3) of a quorum of members present in person or by proxy.

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 these Bylaws, the Declaration shall control.


**Article XIV
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.

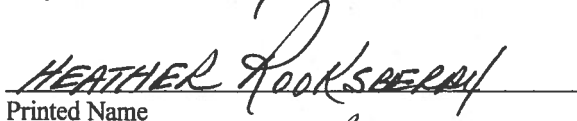
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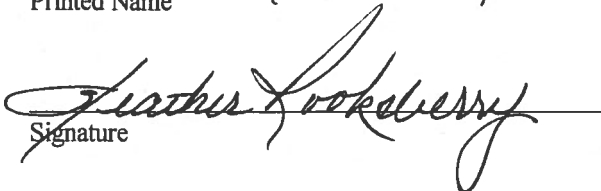
I, the undersigned, do hereby certify: THAT I am the duly elected and acting Secretary of the Homeowners Association of Amherst, Inc., a North Carolina non-profit corporation, and, THAT the forgoing Amended and Restated Bylaws of Homeowners Association of Amherst were duly adopted by a vote of two-thirds (2/3) of a quorum of members present in person or by proxy at a duly called meeting held on the 18 day of July, 2019.

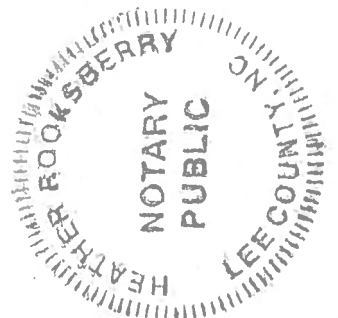
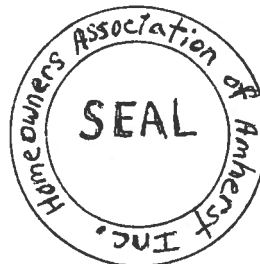
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Association this day of 7-18, 2019.


Secretary

Sworn to and subscribed before me
this 18 day of JULY, 2019.


Printed Name


Signature



My commission expires: *Jan. 11, 2024*

**FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
HOMEOWNERS ASSOCIATION OF AMHERST, INC.**

This FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF HOMEOWNERS ASSOCIATION OF AMHERST, INC., is made by Homeowners Association of Amherst, Inc. by the affirmative vote of not less than two-thirds (2/3) of a quorum of Members present in person or by proxy at a duly held meeting.

W I T N E S S E T H:

WHEREAS, Article XIII of the Amended and Restated Bylaws of Homeowners Association of Amherst, Inc. (the "Bylaws") provide that the Bylaws may be amended at a regular or special meeting of the Members, by a vote of at least two-thirds (2/3) of a quorum present in person or by proxy;

WHEREAS, an annual meeting of the Members was duly noticed and held on January 07, 2020, at which a quorum was present and where at least two-thirds (2/3) of the Members present in person or by proxy voted to amend the Bylaws as set forth below;

WHEREAS, the Association recognizes a need lowering the quorum threshold for Annual Meetings of Members of the Association in order for the Association to more effectively and efficiently conduct business at said meetings; and

WHEREAS, the Association desires and intends to amend the Bylaws to provide for a quorum requirement for all Annual Meetings of Members consistent with N.C. Gen. Stat. § 47F-3-109(a) by providing that quorum is present throughout any such Annual Meeting of the Association if Members entitled to cast ten percent (10%) of the votes which may be cast for election of the executive board are present in person or by proxy at the beginning of the meeting.

NOW THEREFORE, the Bylaws are hereby amended as follows:

1. That Article III, Section 3 of the Bylaws is hereby deleted in its entirety and replaced with the following:

Section 3. Quorum. Quorum is established for any Annual Meeting of the Association if Members entitled to cast ten percent (10%) of the total votes of the Association are present in person or by proxy at the beginning of any such Annual Meeting. Quorum is established for any Special Meeting of the Association if Members entitled to cast sixty percent (60%) of the total votes of the Association are present in person or by proxy at the beginning of any such Special Meeting. If the required quorum for any Annual Meeting or Special Meeting is not met as set forth above, such Annual Meeting or Special Meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy,

and the quorum requirement at the next Annual Meeting or Special Meeting shall be one-half of the quorum requirement applicable to the meeting adjoined for lack of a quorum. The quorum requirement for any such Annual Meeting or Special Meeting shall continue to reduce by fifty percent (50%) from that required at the previous such meeting, as previously reduced, until such time as a quorum is present and business can be conducted.

2. All remaining provisions of the Bylaws remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Secretary of the Association has hereunto affixed the corporate certification for the purpose of enacting the foregoing First Amendment to the Amended and Restated Bylaws of Homeowners Association of Amherst, Inc., and by the affirmative vote of not less than two-thirds (2/3) of a quorum of Members present in person or by proxy at a duly held meeting.

CERTIFICATION

I, the undersigned, do hereby certify:

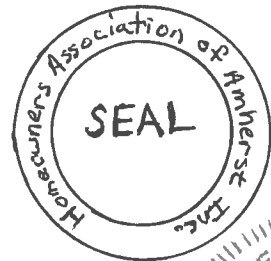
THAT I am the duly elected and acting secretary of Homeowners Association of Amherst, Inc., a North Carolina corporation, and,

THAT the foregoing amendment to the Bylaws was duly adopted by the affirmative vote of not less than two-thirds (2/3) of a quorum of Members present in person or by proxy at a duly held meeting held on the 07 day of January, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 21 day of January, 2020.

Heather Rooksberry [SEAL]
Secretary

Sworn to and subscribed before me
this 21 day of Jan., 2020.



HEATHER ROOKSBERRY
Printed Name

Heather Rooksberry
Signature

My commission expires: Jan 11, 2024

