

## BY- LAWS OF

### WOODMERE-TRENTWOOD PROPERTY OWNERS ASSOCIATION, INC.

#### Article I NAME

Section 1. Name. The name of this corporation, incorporated on August 22, 1986, shall be the "WOODMERE-TRENTWOOD PROPERTY OWNERS ASSOCIATION", a non-profit corporation hereinafter referred to as the Association.

#### Article II PURPOSE

Section 1. Purposes. The purposes of the Association shall be to:

a. Provide an organization through which the property owners of the Woodmere-Trentwood Section of Carolina Trace Subdivision may meet, discuss and act upon matters of community interest.

b. Present the views of Woodmere-Trentwood property owners to the Carolina Trace Association, other property owners' associations, Carolina Trace Country Club, Inc., any municipal, county or state body and such other private or public persons or officials within or without Carolina Trace boundaries, as this Association may deem appropriate.

c. Maintain liaison with other property owners' associations within Carolina Trace, for the purpose of unified programs for the benefit of the entire Carolina Trace community.

d. Inform Woodmere-Trentwood property owners of Woodmere-Trentwood issues affecting them as property owners that come to the attention of the Board members in the performance of their functions as Board members.

e. Provide an organization under which the property owners of the Woodmere-Trentwood Section can elect a Board of Directors and Architectural Committee Chairman for the Association. Said Board, Architectural Committee Chairman, and all W-T POA appointed committees shall have the responsibility of promoting the general welfare and safety and the preservation of the residential character of the members' properties within Woodmere-Trentwood.

f. Encourage and advance projects deemed to be for the benefit and best interest of the community by collecting and disseminating to the members pertinent information relating to such projects.

g. Own, manage, maintain and operate the Community Use Areas and any facilities located upon those Community Use Areas for the common enjoyment of the members of the Association.

h. Enforce the restrictions contained in the Woodmere-Trentwood Statement of Reservations and Restrictions and any addendums, and/or

amendments thereto recorded in the Office of the Register of Deeds of Lee County in Book 344, Pages 531-537; First Amendment Book 01080 (North Carolina Planned Community Act) Pages 0443-0449; and Second Amendment Book 01120, Pages 71-84; plus Addendum Book 01059, Pages 0875-0876, and Addendum Book 01003, Pages 0051-0053 and future Amendments and Addendums.

i. Incur, accrue and defray expenses, including the establishment of any reasonable reserve, required to maintain and operate common areas and roads both in and outside of the Woodmere-Trentwood Section which are necessary for the general safety, health and welfare of the section.

j. Work with state, county, and municipal officials and with other civic, public and private organizations concerned with the general welfare of the residents of the community.

k. Engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act of North Carolina.

Section 2. Earnings and Assets. The Association is not formed for pecuniary or financial gain, and no part of its assets shall inure to the benefit of or be distributable to its members, officers or directors.

### **Article III** **OFFICES**

Section 1. Principle Office. The principal office of the Association shall be located at the home of the then current President of the Woodmere-Trentwood Property Owners Association, Inc. Sanford, North Carolina.

Section 2. Registered Office. The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The mailing address for the Woodmere-Trentwood POA is 616A Chelsea Drive, Sanford, NC 27332.==

### **Article IV** **MEMBERSHIP**

Section 1. Who are Members. Members are all owners of lots, with or without dwellings, in the Woodmere-Trentwood Section of the Carolina Trace Subdivision of Lee County, North Carolina.

Section 2. Households. When property described in Article IV, Section 1 above, shall be titled in more than one owner's name, only one member shall be entitled to vote on any question put before the membership for a vote. When more than one member shall own property, the members shall agree among themselves which member shall cast their vote. No fractional voting will be permitted.

**Article V**  
**MEETINGS OF MEMBERS**

- Section 1. Place of Meetings. All meetings of Members shall be held at the Carolina Trace Country Club or at such other place convenient to Carolina Trace as shall be designated in the notice of the meeting.
- Section 2. Annual Meetings. The annual meeting of members shall be held on a date to be determined by the Board of Directors within the month of November of each year for the purpose of electing three (3) Directors and an Architectural Committee Chairman (when such chairmanship will be opening at the end of the year) and for the transaction of such other business as may be properly brought before the meeting.
- Section 3. Substitute Annual Meeting. If for valid reason the annual meeting cannot or shall not be held when designated by these By-Laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article V. A meeting so called shall be designated and treated for all purposes as the annual meeting.
- Section 4. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors of the Association, or by any Member pursuant to the written request of not less than one-tenth of all Members entitled to vote at the meeting.
- Section 5. Notice of Meetings. Notice stating the time and place of the meeting shall be hand delivered or mailed at least 30 days in advance and shall set forth the purpose of the meeting, by or at the direction of the Board of Directors or Member calling the meeting, in accordance with the terms of Section 4 of this Article V, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the record of Members of the Association, with postage thereon prepaid.
- In case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.
- When a meeting is adjourned for thirty 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 thirty 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. Voting Lists. At least ten days before each meeting of Members, the Treasurer of the Association shall prepare a list of Members, whose assessments are paid to date, and are therefore entitled to vote at such meeting or any adjournment thereof, with the address of each, which list shall be kept on file at the registered office of the Association for a period of ten days prior to such meeting, and shall be subject to inspection by any Member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the whole time of the meeting.
- Section 7. Quorum. The number of Members of the Association attending any regularly called meeting of Members represented either in person or by mailed ballot, even though less than a majority, shall constitute a quorum at such meeting for

the purpose of election of Directors, Architectural Committee Chairman (when such chairmanship will be opening at the end of the year) or for other routine matters coming before the meeting per the NC Planned Community Act 47F-3-109.

- Section 8. Voting. Members may vote either in person, by hand delivered or mailed ballot, or by one or more agents authorized by a written proxy executed by the Member or by his duly authorized attorney in fact. W-T Property Owners are encouraged to vote in person or by ballot in order to personally participate directly in community decisions. A proxy is not valid after the expiration of three months from the date of its execution.
- Section 9. Voting Members. Each Member entitled to vote shall be entitled to one vote per lot owned by such Member. Each Member may cast his vote or votes on each matter submitted to vote at a meeting of Members.

## **Article VI BOARD OF DIRECTORS**

- Section 1. General Duties. The Board of Directors shall conduct all business and affairs in a manner that promotes trust and cohesiveness among all members.
- a. The Board shall have the authority to handle all normal routine business matters including contracts for normal maintenance work and other expenses.
  - b. Before the Annual Meeting of each year, the Board will prepare and approve a budget for the next fiscal year. If the Board recommends that the following years' annual general assessment be increased, such recommendation shall be voted on by the members in good standing either by ballot or in person at the November annual meeting.
  - c. The Board shall have a formal and signed financial review by a licensed accountant made of the accounts of the Association whenever a new Treasurer is elected. After the end of every year the Woodmere-Trentwood Board will be provided with an informal and signed operations financial review performed by two persons assigned by the President.
  - d. The Board may refer highly debatable or potentially disruptive issues to a special committee for research and recommendations for all property owners to consider prior to a vote. This committee shall be comprised of two (2) Board members and three (3) Association Members-at-Large who are knowledgeable in such matters.
- Section 2. Number and Term. The number of Directors constituting the Board of Directors shall be nine (9) and at each annual meeting in November, three (3) Directors will be elected to fill the terms when expiring. Terms of such elected Directors shall begin and end as of the January meeting of the Board of Directors and be for three (3) years.
- Section 3. Nomination and Election of Directors. On or before August 15 of each year, the President of the Association shall appoint a Nominating Committee consisting of three members, no more than one of whom shall be currently serving as a Director. Such Nominating Committee shall meet and select a number of nominees equal to the number of directors to be elected and shall notify the Secretary of the Association in writing of its selected nominees not later than October 1. The Nominating Committee shall similarly select one nominee for

election as Chairman of the Architectural Committee (when such chairmanship will be opening at the end of the year). Any group of twelve or more members may also submit their slate of nominees in writing to the Secretary by October 1. No person shall be nominated to hold office as a Director or Architectural Committee Chairman, whether such nomination is made by the Nominating Committee or by the members at large, unless such person's prior consent to such nomination has been obtained. No director shall be nominated for a third consecutive three (3) year term. A ballot containing the names of all nominees will be sent to each member eligible to vote with the notice of the meeting.

Except as provided in Section 5 of this Article VI, the directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes shall be deemed to have been elected. The election of directors will be by ballot rather than by voice vote.

The President will appoint an Election Committee of two voting members. The Election Committee will tabulate mailed Ballots prior to the annual meeting (confidential for Election Committee use only to save meeting time). Eligible Voters may also vote in person at an Annual Meeting or a Special Meeting during the first half of the meeting (or change their votes by canceling/withdrawing mailed Ballots). During a short recess the Election Committee will tabulate all the votes and report the results to the President. Such results will be announced when the meeting is reconvened.

- Section 4. Removal. Any Director may be removed at any time with cause by a majority affirmative vote of the Members entitled to vote at a meeting called to effect such action in accordance with Article V Sections 3, 4 & 5.
- Section 5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors even though less than a quorum, or by the sole remaining director. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Directorship to be filled by reason of an increase in the authorized number of Directors shall be filled only by election at an annual meeting or at a special meeting of Members called for that purpose.
- Section 6. Chairman of the Board. The President of the Association shall serve as Chairman of the Board of Directors, and shall preside at all meetings of the Board.
- Section 7. Compensation. The Board of Directors and Officers shall not compensate Directors for their services as such but may provide for the reimbursement of any or all reasonable expenses incurred by Directors.

Section 8. Indemnification. When by reason of the fact that a person was serving as an officer or a Director of the Woodmere-Trentwood Property Owners Association, or as a member of the Architectural Committee, or in any capacity at the request of the Woodmere-Trentwood Property Owners Association, becomes a party defendant in any suit or proceedings, whether civil, administrative, or investigative, not brought by the Woodmere-Trentwood Property Owners Association nor brought by any other party seeking derivatively to enforce a liability of such party defendant to the Woodmere-Trentwood Property Owners Association, the Woodmere-Trentwood Property Owners Association will pay in full all expenses of defense of such party defendant, including attorneys' fees, and the amount of any judgment, money decree, fine, penalty, or settlement for which such party defendant may become liable. Provided, however, that the Woodmere-Trentwood Property Owners Association will not indemnify any of the above named persons for expenses incurred in a criminal proceeding which results in a criminal conviction against such person.

Section 9. The Board of Directors will maintain a Directors' and Officers' Errors and Omissions Liability Policy of Insurance with a minimum coverage of one million dollars (\$1,000,000) at all times.

#### **Article VII MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. The Board of Directors shall hold a regular meeting within ten days of the Annual Meeting and each month during the fiscal year.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the requested of the President or any two Directors.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice.

Person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice thereof by any usual means of communication. Such notice must specify the purpose for which the meeting is 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 is not lawfully called or convened.

Section 5. Quorum. A majority of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting. Except as provided otherwise in these By-Laws, 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 Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of he meeting. Such right of dissent shall not apply to the Director who voted in favor of such action.
- Section 8. Informal Action by Directors. Action taken by a unanimous Board of Directors without a meeting is nevertheless Board action if written consent to the action is filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

### **Article VIII** **OFFICERS**

- Section 1. Officers of the Association. The officers of the association shall consist of a President, a Vice President, a Secretary, and Treasurer elected from the Board of Directors. From time to time the Board of Directors may elect other officers, when necessary. No two or more offices may be held by the same person.
- Section 2. Election and Term. The officers of the Association shall be elected by the Board of Directors as of the meeting in January. Each Officer shall hold office for a one (1) year term beginning and ending as of the January meeting. Any Officer may be re-elected by the Board of Directors.
- Section 3. Removal. Any officer or agent selected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 4. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He/she shall, when present, preside at all meetings of the Association. He/she shall sign, with the Vice President or the Secretary, or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, 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 By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. He/she shall appoint one W-T Director as our Carolina Trace Association Representative and W-T Directors to chair the following W-T Committees: Recreation Area Committee, Social/Care/and Welcome Committee, and Roads and Grounds Committee, Election Committee and Financial Review Committee at the January meeting and other committees as needed as may be prescribed by the Board of Directors from time to time.

- Section 5. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President, unless otherwise 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. The Vice President may sign, with the President or Secretary, corporate documents' and shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors. The Vice President will review the W-T Reservations and Restrictions and the W-T By-Laws annually and make recommendations to the Board when these documents require updating.
- Section 6. Secretary. The Secretary shall: (a) keep the minutes of the meetings of Members and of the Board of Directors (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law or as specified in the Reservations and Restrictions of the Woodmere-Trentwood Section of Carolina Trace Subdivision; (c) be custodian of the records and of the seal of the Association (Woodmere-Trentwood POA), and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized, if necessary; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such member; (e) sign with the President, or Vice President, corporate documents; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
- Section 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such depositories as shall be selected in accordance with the provisions of Section 3 of Article X of these By-Laws; (b) have prepared a true and signed financial review of the Association's operations as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the Association's registered office or principal place of business within four months after the end of such fiscal year and thereat kept available for a period of at least ten years; (c) keep or cause to be kept at the Association's registered office or principal place of business a record of the Association's Members, giving the names and address of all members as required by law; and (d) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors, or by these By-Laws; (e) a Treasurer performance bond shall be secured/reviewed annually by the Board of Directors in an amount no less than the liquid assets of the Association.
- Section 8. Director – Carolina Trace Association, Inc. (CTA). This Director (as appointed by the President of the Woodmere-Trentwood POA), shall represent the Woodmere-Trentwood Property Owners Association on the CTA Board of Directors. The Duties include: (1) attendance at all regular and special meetings of the CTA, Inc.; (2) participate as an Officer or on committee assignments as selected according to the By-Laws of the CTA, Inc. dated September 17, 1990 or as subsequently amended; (3) Vote on any fiscal matters of the CTA budgets, assessments, changes in assessment allocations, etc., as well as changes in By-Laws or major policy decisions only with the approval of the majority of the Woodmere-Trentwood Property Owners Association's Board of Directors; (4) coordinate with the alternate(s) (as chosen by President of the Woodmere-Trentwood Property Owners Association's) to assure compliance with the responsibilities as specified in this position description.



**Article IX**  
**ARCHITECTURAL COMMITTEE**

- Section 1. General Powers. The architecture of homes, other structures and improvements thereto, including but not limited to exterior design, size, general quality, location on the lot and harmony with existing structures and standards of the neighborhood shall be controlled by an Architectural Committee as set forth more fully in Section 2 through 7 of the Woodmere-Trentwood Statement of Reservations and Restrictions, the provisions of which sections are included herein by reference.
- Section 2. Number and Term. The Architectural Committee shall be composed of three (3) Board Members, one of whom shall be elected as Chairman at the annual meeting, and two (2) Board Members appointed by the President. Terms of the Architectural Committee shall commence and end as of the January meeting of the Board of Directors and be for three (3) years.
- Section 3. Removal. Any Architectural Committee Member may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.
- Section 4. Vacancies. Any vacancy occurring in the Architectural Committee may be filled by appointment by the President.
- Section 5. Compensation. The members of the Architectural Committee shall not be compensated for their services, but may be reimbursed by the Board of Directors for any and all reasonable expenses incurred in the performance of their duties.

**Article X**  
**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

- Section 1. Contracts. The Board of Directors may authorize the President or Treasurer to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the association.
- Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors after approval by a majority of the members in good standing.
- Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Association, shall be signed by the Treasurer or the President of the Association. Unbudgeted expenditures of over \$250 must be approved by the Board of Directors prior to commitment. Checks in excess of \$1000 must be signed by two Officers: Treasurer, President, Vice President or Secretary.

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

#### **Article XI ASSESSMENTS**

Section 1. Amounts. Annual and special assessments of members shall be in such amounts as set by the Board of Directors and approved by a majority affirmative vote of all Members in good standing at the annual meeting.

Section 2. Due Date. Assessments shall be due March 1 and payable without penalty by a date established by the Board of Directors. Penalty for late payment shall be established by the Board and collectible by the Treasurer including any reasonable costs.

Section 3. Delinquency. Lots belonging to delinquent members are subject to liens and other legal remedies up to and including foreclosure.

#### **Article XII GENERAL PROVISIONS**

Section 1. Seal. The corporate seal of the Association shall consist of the name of the Association enclosed by parentheses/semi-circles and in the center is inscribed,  
Seal: (Woodmere-Trentwood POA)  
SEAL

and such seal is hereby adopted as the corporate seal of the association as shall be approved from time to time by the Board of Directors.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Member or Director by law, by the charter or by these By-Laws, 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 equivalent to the giving of such notice.

Section 3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall be from January 1 through December 31.

Section 4. W-T By- Laws Amendment Procedure. These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of all the Members of the Association in good standing.

Section 5. W-T Reservations and Restrictions (R & Rs) Amendment Procedure. Any amendment to the R & Rs governing the W-T Section of the Carolina Trace Subdivision shall be prepared by the Secretary so as to contain the voting procedure followed and the language of the amendment per the W-T R & Rs shall be duly certified, executed and acknowledged on behalf of the POA by the President or Vice-President of W-T Property Owners Association and recorded in the Lee County Registry.

Original By-Laws 1983

New By-Laws approved by Owners on March 21, 1995.

New By-Laws amended at W-T Annual Meeting on November 20, 1995.

New By-Laws amended at W-T Annual Meeting on November 17, 2008.