

BY-LAWS OF THE PAMLICO PLANTATION PROPERTY OWNERS ASSOCIATION

INTRODUCTION

THESE BY-LAWS are adopted by the members of the Pamlico Plantation Property Owners Association as standards and procedures for implementation of the Declaration of Covenants, Conditions, and Restrictions of the Pamlico Plantation Subdivision.

ARTICLE I. NAME AND LOCATION.

The name of the corporation is Pamlico Plantation Property Owners Association, hereinafter referred to as the "Association". The principal office of the corporation is located at 150 Clubhouse Circle, Pamlico Plantation, Beaufort County, Washington, North Carolina 27889. Meetings of the members and directors may be held at such places within the State of North Carolina, County of Beaufort, as may be designated by the Board of Directors.

ARTICLE II. DEFINITIONS.

Section 1. "Association" shall mean and refer to Pamlico Plantation Property Owners Association (PPPOA), 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 for Pamlico Plantation Subdivision, and such amendments thereto as may be adopted.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for the Pamlico Plantation Subdivision recorded in the Office of the Register of Deeds of Beaufort County, North Carolina.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 5. "Lot" shall mean and refer to any plot of residential land shown upon any recorded subdivision map or townhouse area map of the Properties.

Section 6. "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any residential lot or numbered townhouse which is part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in Section I of the Declaration.

Section 8. "Board" shall mean the Board of Directors of the Pamlico Plantation Property Owners Association.

Section 9. "Community Standards" shall mean these By-laws, rules, procedures, regulations, policies, practices, and guidelines as adopted by the Association or the Board.

ARTICLE III. MEETINGS OF MEMBERS.

Section 1. Annual Meetings. Each regular annual meeting of the members shall be held on a Saturday in October at a date and time specified by the Board of Directors.

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

Requests for Special Meetings may be submitted to the Board and the meeting agenda shall be limited to the issues contained in the request. Upon proof of the minimum number of signatures needed, the Board shall schedule the Special Meeting within thirty (30) days of the submitted signatures.

Section 3. Town Hall Meetings. At various times, issues of special importance to the Association justify meetings of members where such topics are explored in depth through presentation, clarification, and discussion in advance of action which may be taken by the members or the Board. A committee of authority on the topic may request the Board to schedule such a meeting and will be responsible for the proceedings. All members are invited to attend and participate. No binding votes will be taken.

Section 4. 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 by the Board to call the meeting, by mailing a copy of such notice, postage paid, at least thirty (30) days 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.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes 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, 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.

Section 6. Proxies. At all meetings of members, other than the Annual Meeting, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the opening of the meeting at which the proxy is to be exercised. Every proxy

shall be revocable and shall automatically cease upon adjournment of the meeting or conveyance of the lot by the member

Section 7. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with the Articles of Incorporation, the Declaration, these Bylaws, and any special rules of order the Association may adopt.

On approval of six (6) members of the Board, specific exceptions to Robert's Rules of Order may be adopted, and shall remain in effect until revoked.

ARTICLE IV. BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE.

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) directors, who are members of the Association.

Section 2. Term of Office. At each annual meeting, the members shall elect three (3) directors for a term of three (3) years, and such other directors as needed to fill the unexpired terms of positions vacated by death, resignation, or removal. Directors' terms shall begin at the start of the next fiscal year of the Association.

Section 3. Removal or Other Vacancy. Any director may be removed from the Board for cause, by a majority vote of the members of the Association who vote on the issue. The Board shall adopt procedures for the removal of directors. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve until December 31 following the next annual opportunity for the members of the Association to elect a replacement, or until the end of the vacated term, whichever occurs first.

Section 4. Compensation. No director may receive compensation for any service rendered to the Association. However, unless waived, any director may be reimbursed for actual expenses incurred in the performance of duties, as approved by the Board.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS, ARCHITECTURAL COMMITTEE, AND CAPITAL ASSET REPLACEMENT RESERVE FUND (CARRF) COMMITTEE MEMBER-AT-LARGE.

Section 1. Nomination. Nomination for election to the Board of Directors, Architectural Committee, and CARRF Member-at-Large shall be made by a Nominating Committee. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board to take effect as soon as possible following the annual meeting, but no later than the January Board meeting following that Annual meeting.

The Nominating Committee shall, annually, through the Association newsletter (or other such mailing), and posting at the Association office, issue a call for members interested as candidates for the appointments to be filled at the annual meeting. The Nominating Committee is

authorized to solicit members to become candidates for election. The Nominating Committee shall report to the Board at the Board's regular August meeting. The Nominating Committee shall make as many nominations for election to the various positions as it in its discretion determines, but not less than the number of vacancies that are to be filled. Additional nominations shall be accepted at the regular August Board meeting.

Section 2. Election. Election to the Board, Architectural Committee, and CARRF Member-at-Large shall be by secret written ballot. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Cumulative voting is not permitted. The persons receiving the largest number of votes shall be elected.

Section 3. Appointments. The nominating Committee may, at the request of the Board of Directors, identify candidates for vacancies on the Board, Architectural Committee, or CARRF, should any occur prior to the completion of the term of an elected member.

Section 4. CARRF and Architectural Committee Vacancies. The provisions for replacing members of CARRF and the Architectural Committee in the event of vacated positions shall be identical to the provisions used for replacing members of the Board of Directors. The procedure for removing an elected member of CARRF or the Architectural Committee shall be the same as those set forth in Article IV, Section 3 of these By-laws. The affected committees and the PPPOA membership shall be asked for recommendations of candidates to fill vacancies.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS.

Section 1. Regular Meetings. Regular meetings of the Board shall be held monthly with notice, at such place and hour as may be fixed from time to time by the Board. The posting of a meeting agenda at the Association Office and public bulletin board, including the date, time, and place of the meeting at least two (2) days prior thereto shall constitute notice of the meeting. Minutes of meetings shall be available at the Association Office and through the Association website.

Section 2. Special Meetings. A special meeting of the Board may be called by the President of the Association, and shall be called upon the written request of three (3) directors. The posting of a meeting agenda at the Association Office and through electronic distribution to the members, including the date, time and place of the meeting at least forty-eight (48) hours prior to the meeting shall constitute notice to the members.

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.

Section 4. Action Taken Without A Meeting. In the event of emergency or other urgent circumstances which make the calling of a Special Meeting a risk of complicating such circumstances, the Board is authorized to take action without holding a properly announced meeting. Such action shall require a vote of at least seven (7) Board members, and a subsequent

written affirmation thereof filed with the Association records within seven (7) days of the action. Any such action taken under this Section shall be announced by community notice within forty-eight (48) hours of the action. Action taken pursuant hereto shall be placed on the agenda of the next Board meeting following the action, and the underlying circumstances subject to disclosure and open forum discussion. Review and reconsideration of the action is authorized.

Section 5. Open Meetings. All meetings of the Board shall be open to the members of the Association, with the exception of meetings held for the purposes of litigation or employee matters.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

Section 1. Powers. The Board shall have the power to:

(a) adopt, publish, and enforce rules, regulations, policies, and guidelines governing the use of the Common Areas and facilities, 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 rights to the use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment or monetary sanction levied by the Association. Such rights may only 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, fiduciary responsibilities, 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;

(d) declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board; and

(e) employ a manager, an independent contractor, or, such other employees as it deems necessary, and to prescribe their duties.

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

(a) cause the keeping of 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) designate and maintain a principal office of the Association where day-to-day Association business can be accomplished and where official Association documents shall be maintained and stored;

(c) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

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

(e) cause all checks of the Association's standard Operating Account to be duly signed by two (2) of the following if available: the President, the Vice President, and/or the Treasurer. If one (1) or more of these Officers is not available, any other Board members may sign as necessary to have two (2) directors' signatures on every check. The Board shall also cause this requirement to be honored by the financial institution holding the account;

(f) cause the Common Area to be maintained;

(g) manage the Annual and Special Assessments as provided in the Declaration and in Article XI of these By-laws; and

(h) procure and maintain adequate liability and hazard insurance of property owned by the Association, with the exception of the Marina and the Swimming Pool and its related supporting structure and accessories which shall not be insured for hazards. The repair of these properties shall be funded by the annual assessment, a special assessment, an approved use of CARRF resources, or a combination of such funds.

ARTICLE VIII. OFFICERS AND THEIR DUTIES.

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board; a Secretary, and a Treasurer, and such other officers as the Board may appoint.

Section 2. Election of Officers. The election of new officers shall take place at a special meeting of the new Board, called by the current president, within four (4) weeks following the annual meeting of members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer resigns, is removed, or is otherwise disqualified to serve. Officers' term of office shall begin at the start of the next fiscal year of the Association.

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.

Section 5. Resignation and Removal. Any officer may be removed from office for cause by the Board. Any officer may resign at any time on 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 Board appointment. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. Except in the case of special offices created pursuant to Section 4 of this Article, no person shall simultaneously hold more than one of the Board offices.

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

President: The President at all meetings of the Board shall: see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments, and co-sign all promissory notes.

Vice President: The Vice President shall act in the place and stead of the President in the event of the President's absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required 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; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer: The Treasurer, or Board approved designee, shall: receive and deposit in appropriate accounts all monies of the Association and disburse such funds as directed by resolution of the Board; sign all promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

ARTICLE IX. COMMITTEES.

Section 1. The Association shall elect an Architectural Committee and the Capital Asset Replacement Reserve Fund Committee. The Board shall appoint a Nominating Committee, as provided in these Bylaws.

Section 2. The Board shall appoint other committees as deemed appropriate in carrying out its purpose. The President shall be an ex officio member of all committees except the Nominating Committee and the Architectural Committee.

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 principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI. ASSESSMENTS

Section 1. As 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 property upon which the assessment is made.

Section 2. Each property owner, by acceptance of a conveyance of property within Pamlico Plantation, whether or not it shall be expressed in any such deed or conveyance, shall be deemed to covenant and agree to pay annual and special assessments or charges.

Section 3. Annual Assessments

(a) The annual assessments for each lot or townhouse shall become due on January 1 of each calendar year. The amount of the assessment shall be determined annually by a majority of the members of the Association voting.

(b) The Association may change the maximum and basis of the annual assessments for any period, provided that any such changes shall have the assent of a majority of the members of the Association voting, at a meeting duly called for this purpose. Written notice of the meeting shall be sent to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

(c) The annual assessments provided for herein shall be on a calendar year basis and shall commence at the time each lot is conveyed to a property owner. Annual assessments shall be payable in advance and shall be adjusted where ownership is acquired during the year according to the number of days remaining in the calendar year.

Section 4. Special Assessments

(a) In addition to the annual assessments authorized herein, the Association may levy in any assessment year a special assessment applicable to that year only for the purpose of defraying in whole or in part the costs of any construction or reconstruction, unexpected repair or replacement of a capital improvement upon the common properties, provided, any such assessment shall have the assent of a majority of the votes of all members who vote in person or by proxy at a meeting duly called for this purpose. Written notice of the meeting shall be sent to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting. Exception to this voting procedure is any assessment found necessary for repair of the marina and/or pool following storm or fire when repair costs exceed the funds in CARRF. Such excess

funds requirement shall be assessed to each property owner by a majority vote of the Board for the sole purpose of repairing the marina and/or pool.

(b) Special assessments for capital improvements, shall be fixed, established and collected from time-to-time as hereinafter provided. The annual and special assessments, together with such interest thereon and cost of collection thereof as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made as hereinafter set out.

Section 5. Assessment Procedures

(a) The assessments, annual and special, as aforesaid, are for the purpose of promoting the recreation, health, safety and welfare of the property owners; and in particular for the improvement and maintenance of the facilities and common areas. Further, the assessments shall be used for the purpose of providing those services important to the development and preservation of an attractive community appearance and for the privacy and general safety of all home sites including, but not limited to the payment of taxes and insurance on the common areas, landscaping, road maintenance, facilities maintenance, improvements, and security.

(b) The Association shall prepare and maintain a roster of all members and assessments applicable thereto which shall be accessible to all members of the Association during reasonable office hours and by appointment.

(c) If the assessments, whether annual or special, are not paid when due, then such assessments shall become delinquent and shall, together with such interest thereon and costs of collection thereof, as hereinafter provided, become a continuing lien on the property. The Pamlico Plantation Property Owners Association may bring an action at law against the owner personally obligated to pay the same or to foreclose the lien against the property.

(d) The lien of the assessments provided for in this section shall be prior to and superior to all other liens except:

1. Ad valorem taxes.
2. All sums unpaid on a first mortgage or deed of trust to secure debt of record.

(e) No sale, transfer, or mortgage foreclosure shall relieve such lot or townhome from liability for any assessment thereafter becoming due or from the lien thereof.

(f) Assessments not paid when due are delinquent. After thirty (30) days of delinquency, assessments shall be subject to late fees at the rate of eighteen percent (18%) per year. The Association may bring an action at law for the assessment, plus accrued delinquent charges, court costs, and attorney's fees. No owner may waive or otherwise be exempted from liability for assessments as provided herein by asserting nonuse of the Common Area, facilities, or abandonment of the owner's lot.

(g) The annual assessments shall be fixed by a majority vote of the members voting at the Annual Meeting, following a recommendation by the Board of Directors. If the Board of

Directors' recommended annual assessment is rejected by the members, the previous year's assessment will remain in effect. At its first meeting following the Annual Meeting of the membership, the Board of Directors shall adopt a resolution setting the annual assessment for the upcoming fiscal year. Said resolution shall be maintained in the Association office, and be available for public reading. No annual amendment to these By-laws will be required for the setting of assessments.

ARTICLE XII. CORPORATE SEAL.

The Association shall have a seal in circular form having within its circumference the words: Pamlico Plantation Property Owners Association.

ARTICLE XIII. AMENDMENTS.

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of members voting.

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

ARTICLE XIV. MISCELLANEOUS.

Section 1. 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.

Section 2. In any actions to enforce the Covenants or these By-laws, the Board of Directors may seek damages, penalties, suspensions, attorney's fees, and/or costs. The procedures set forth in NCGS 47F-3-107.1 shall be followed for fines and suspension of privileges or services.

Section 3. Any proposal presented at either a Board or a Town Hall meeting signed by at least fifteen (15) property owners, about which the Board disagrees, will be placed on the Annual Meeting agenda for a vote of all owners.

IN WITNESS WHEREOF, the undersigned officers of the Pamlico Plantation Property Owners Association, certify that the requirements of ARTICLE XIII, Section 1., of these By-laws have been met by vote of the members on _____, 2021, and that this eleven (11) page document constitutes the Amended By-Laws of the Pamlico Plantation Property Owners Association.

Certified on the _____ day of November, 2021.

_____, President

_____, Secretary