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 NEW HANOVER COUNTY, NC
 TAMMY THEUSCH BEASLEY
 REGISTER OF DEEDS

NC FEE \$26.00

CROOKED CREEK HOMEOWNERS ASSOCIATION, INC.

AMENDED BYLAWS

Approved by the Membership: December 5, 2019

ARTICLE 1 - GENERAL PROVISIONS

1.1 NAME AND LOCATION.

Crooked Creek Homeowners Association, Inc. The principal office shall be located at the place designated in the Articles of Incorporation or such other place as the President of the Association may designate from time to time.

1.2 DEFINED TERMS.

Section 1. "Association" shall mean and refer to CROOKED CREEK HOMEOWNERS ASSOCIATION, INC.

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

Section 3. "Common Elements" 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 and shown upon any recorded subdivision map of the Properties with the exception of the Common Elements.

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 contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to ADGER WILSON REALTY, INC., a North Carolina corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of such development.

Section 7. "Amended Declaration" shall mean and refer to the Amended Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of New Hanover County, North Carolina.

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

1.3 CONFLICTING PROVISIONS.

In the case of any conflict between the Articles of Incorporation and these Amended Bylaws, the Articles of Incorporation shall control. In the case of a conflict between these Amended Bylaws and the Amended Declaration, the Amended Declaration shall control.

1.3 INDEMNIFICATION.

To the extent it has the power to do so under North Carolina law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he is or was serving at the request of the Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees and against judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Indemnification of any such person shall be made in accordance with Chapter 55A of the North Carolina General Statutes.

ARTICLE 2 - MEETING OF MEMBERS

2.1 ANNUAL MEETING. An annual meeting of the Members of the Association shall be held at least once every twelve (12) months at such time and place as is determined by the Board of Directors ("Board").

2.2 SPECIAL MEETINGS. Special meetings of Members may be called at any time by the President or by the Board or upon written request signed by Members having at least thirty-five (35%) percent of the total authorized votes in the Association.

2.3 NOTICE OF MEETINGS. Written notice of each meeting of Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing or delivering a copy of each notice at least ten (10) days but not more than fifty (50) days before the meeting date to each Member entitled to vote at the meeting addressed to the Member's last address on the books of the Association or supplied by such member to the Association for the purpose of notice. The notice shall specify the place, day, date and hour of the meeting, and, if such meeting is a special meeting, the purpose of the meeting.

2.4 QUORUM. Except as otherwise authorized in the Amended Declaration or these Amended Bylaws, the presence in person or by proxy, of ten percent (10%) of the total authorized votes in the Association shall constitute a quorum at all meetings of Members. If a quorum shall not be present at any meeting, the Members entitled to vote at the meeting shall have the power to adjourn the meeting

from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The presence, in person or by proxy, of ten percent (10%) of the total authorized votes in the Association shall constitute a quorum of all adjourned meetings of the Members.

2.5 ACTION BY WRITTEN BALLOT. Any action that may be taken by the Association at an any annual or special meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter.

- a) A written ballot shall:
 - i. Set forth each proposed action; and
 - ii. Provide an opportunity to vote for or against each proposed action.
- b) Approved by written ballot pursuant to this Section is valid only if both:
 - i. The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing action; and
 - ii. The number of approvals equals or exceeds the number of votes that would be required at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- c) All solicitations for votes by written ballot shall:
 - i. Indicate the number of responses needed to meet the quorum requirements;
 - ii. State the percentage of approvals necessary to approve each matter other than election of directors; and
 - iii. Specify the time by which a ballot must be delivered to the Association in order to be counted, which time shall not be less than three (3) days after the date that the Association delivers the ballot.
- d) A written ballot shall not be revoked.

ARTICLE 3 - BOARD OF DIRECTORS

3.1 NUMBER. A Board consisting of three (3) directors shall manage the business and affairs of the Association. All directors shall be Members of the Association and in good standing.

3.2 ELECTION AND TERM. The Directors shall be elected at the annual meeting of the members and shall serve a term of one (1) year commencing on the day of election or until their successors are elected or appointed.

3.3 REMOVAL. At any duly called and noticed annual or special meeting of Members, any one or more of the Members of the Board of Directors may be removed from the Board with or without cause. Members representing more than fifty percent (50%) of the votes entitled to be cast by the Members present or by proxy at the meeting and a successor may then and there be elected to fill the vacancy thereby created.

3.4 VACANCIES. Except for vacancies on the Board created in Section 3.3 above, any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director, and any director so chosen shall hold office until the next election of directors when a successor is elected and qualified. A director who is absent from two consecutive regular meetings of the Board, without excuse, may be removed by a majority vote of the remaining directors.

3.5 COMPENSATION. No director shall receive compensation for service as a director; however, a director may be reimbursed for any actual expenses incurred in the performance of his duties.

3.6 MEETINGS. All regular and special meetings of the Board of Directors shall be open to Members. The Board shall adopt procedures to give Members notice of such meetings with the provision that Members may attend their meetings subject to the rules established by the Board. On three (3) business days notice to each director, special meetings of the Board may be called by the President, or by written request of at least two (2) directors delivered to the President. The notice shall provide the time, date, day, location and purpose of the special meeting. The Board of Directors may exclude Members from attending those portions of their meetings held in "executive session", or to the extent allowed by North Carolina law, including, but not limited to, discussion of:

1. Personnel matters and employee healthcare records;
2. Communications, written or verbal, from the Association or Board's attorneys;
3. Past, pending or potential litigation; or
4. Past, pending or potential enforcement of Association rules or documents.

3.7 QUORUM. A majority of the Board shall constitute a quorum for the transaction of business. Every act or decision made or carried out by a majority of the directors present at a duly noticed and held meeting at which a quorum is present shall be regarded as the act of the Board.

3.8 POWERS. The Board shall manage the business and affairs of the Association. The Board may exercise all such powers of the Association as allowed by North Carolina law, including, but not limited to, the power to:

1. Adopt and publish rules and regulations governing the use of Crooked Creek Subdivision and the personal conduct of Members and their guests thereon and to establish penalties for the infraction thereof;
2. Suspend the voting rights and the right of a Member to use the Limited Common Elements or Common Elements of the Association during any period in which such Member shall be in default in the payment of any assessment levied by the Association in accordance with North Carolina law;
3. Employ a manager, independent contractor and such employees or agents and to prescribe their duties; and/or
4. Approve all contracts.

3.9 DUTIES. Duties of the Board of Directors include, but are not limited to, the following:

1. 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 Members;
2. Supervise all officers, agents and employees of the Association, and to insure that their duties are properly performed;
3. Establish the annual budget and determine the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual meeting of Members;
4. Enforce the collection of assessments in accordance with the provisions of the Amended Declaration;
5. Procure and maintain adequate liability and hazard insurance on the property managed by the Association, including all insurance required by the Amended Declaration;

provided, however, the Board of Directors is not required to purchase "master insurance" for the Townhomes; unless the Association by a membership vote elects to purchase a master insurance policy for the entirety of the town homes. Furthermore, the Board is not responsible for enforcing, verifying or confirming in any manner that any individual town home is insured whatsoever unless, as above, the Association elects by vote to purchase master insurance for all town homes.

6. Require all persons handling or responsible for corporate funds to furnish adequate fidelity bonds, the premiums for which shall be paid by the Association, if such coverage is readily available;
7. Cause the Association to be maintained as provided in the Amended Declaration;
8. Appoint and direct committees as is deemed necessary to conduct the affairs of the Association; and/or
9. Establish additional duties as may be required.

ARTICLE 4 - OFFICERS AND THEIR DUTIES

4.1 ENUMERATION OF OFFICERS. The officers of the Association shall be the President, Vice-President and Secretary/Treasurer, all of whom shall be elected by the Board. All officers shall be members of the Board.

4.2 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.

4.3 TERM. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year, unless he/she shall sooner resign, or shall be removed or otherwise disqualified to serve.

4.4 RESIGNATION AND REMOVAL. The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, its President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to be effective.

4.5 VACANCIES. A vacancy in any office may 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.

4.6 MULTIPLE OFFICES. Any two or more offices may be held simultaneously by the same person except the offices of President and Secretary.

4.7 POWERS AND DUTIES. The powers and duties of these officers shall be, in addition to those under Chapters 47F and 55A of the North Carolina General Statutes, as follows:

1. **President.** The President shall be the chief executive officer of the Association; shall preside at all meetings of the Board and of the Members; shall see that orders and resolutions of the Board are carried into effect; and shall have general and active management of the Association.
2. **Vice-President.** The Vice-President shall act in the place 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.

3. **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 and affix it on all papers requiring the seal of the corporation; serve notice of meetings of the Board and of the Members; keep appropriate current records listing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.
4. **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds for appropriate Association purposes as set forth in the Amended Declaration, keep proper books of account, and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting and deliver a copy to each of the Members, and, in general, perform all the duties incident to the office of Treasurer. The Secretary and Treasurer may be the same person.

4.8 **COMPENSATION.** No officer shall receive compensation for his/her services as an officer or director; however, an officer or director may receive reimbursement for his/her actual expenses incurred in performing his/her duties as an officer.

ARTICLE 5 - MISCELLANEOUS

5.1 **BOOKS AND ACCOUNTS.** Books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with the general accounting methods and procedures.

5.2 **INSPECTION OF BOOKS AND RECORDS.** Upon the written statement of a Member showing a proper purpose, the Association shall, at a reasonable time, permit a Member to inspect the books and records of the Association except for Board of Directors' executive session documents. A member inspecting the records may have copies of the books and records made by the Association for a reasonable fee. This section is subject to the restrictions set forth in Chapter 55A of the North Carolina General Statutes.

5.3 **EXECUTION OF CORPORATE DOCUMENTS.** With the prior written approval of the Board of Directors, all notes, contracts or other obligations of the Association shall be executed on behalf of the Association by any two officers of the Association.

5.4 **FISCAL YEAR.** The fiscal year of the Association shall commence on the 1st of January and end on the 31st day of December of each year.

ARTICLE 6 - AMENDMENT

6.1 **PROPOSED AMENDMENTS.** Amendment(s) to these Amended Bylaws may be proposed by an affirmative vote of a majority of the Board of Directors, or by Members of the Association representing fifty-one percent (51%) of the votes entitled to be cast, in person or by proxy, at an annual or special meeting of Members.

6.2 **REQUIRED VOTE OF APPROVAL.** The affirmative vote of a majority of members present

in person or by proxy at an annual or special meeting of Members is required to amend these Bylaws, provided that a quorum is present as required by Section 2.4 above.

6.3 **STATEMENT REQUIRED.** A statement of any proposed amendment to these Amended Bylaws shall accompany the notice of annual or special meeting of the Members where the proposed amendment shall be presented for approval.

6.4 **INCONSISTENT AMENDMENT.** These Amended Bylaws may not be amended if such amendment would be inconsistent with the Amended Declaration.

IN WITNESS WHEREOF, the President and Secretary of CROOKED CREEK HOMEOWNERS ASSOCIATION, INC. have executed these Amended Bylaws on the 17 day of December, 2019.

CROOKED CREEK HOMEOWNERS ASSOCIATION, INC.

BY: Russell F. Broadfoot
PRESIDENT

ATTEST: Joseph A. Same
SECRETARY

(CORPORATE SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Susan E. Langley, a Notary Public, certify that Joseph A. Same personally appeared before me this 17th day of December, 2019, and acknowledged that he/she is the _____ Secretary of CROOKED CREEK HOMEOWNERS ASSOCIATION, INC., a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal, and attested by himself/herself as its _____ Secretary.

WITNESS my hand and official seal, this the 17th day of December, 20 19.

Susan E. Langley
NOTARY PUBLIC

My Commission Expires:

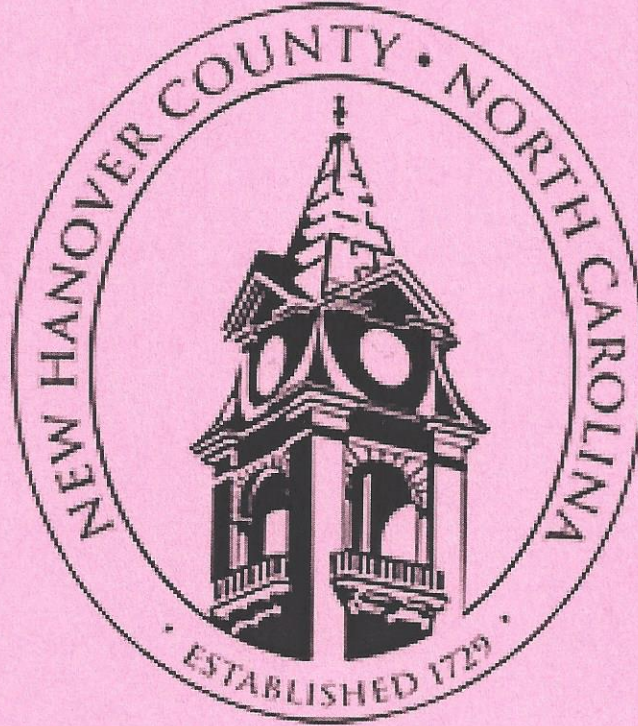
March 18, 2024



TAMMY THEUSCH
BEASLEY
Register of Deeds

New Hanover County Register of Deeds

320 CHESTNUT ST SUITE 102 • WILMINGTON, NORTH CAROLINA 28401
Telephone 910-798-4530 • Fax 910-798-7716



State of North Carolina, County of NEW HANOVER
Filed For Registration: 12/18/2019 10:50:57 AM
Book: RB 6271 Page: 744-751
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Real Property \$26.00
Recorder: ANGELA ENGLISH
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