

AMENDED AND RESTATED BYLAWS
OF
CHATHAM FOREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Chatham Forest Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located in North Carolina. Meetings of Members and directors may be held at suitable places convenient to the Members and the Board, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Unless otherwise specified, the words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized words shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Chatham Forest recorded in Book 775, Page 1042 of the Chatham County Registry, as amended and supplemented from time to time (collectively, "Declaration").

ARTICLE III
MEETINGS

Section 1. Annual Meetings. An annual meeting of the Members must be held at least once each year. Such meetings shall be held in January of each year, at such place within Chatham County, North Carolina, date, and time as shall be determined by the Board of Directors.

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 Owners having ten percent (10%) of the votes in the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, not less than ten (10) nor more than sixty (60) days in advance of any meeting. Notice shall be hand-delivered or sent by United States mail to the mailing address of each Lot or to any other mailing address designated in writing by the Member, or sent by electronic means, including electronic mail, to an electronic mailing address designated in writing by the Member. The notice of any meeting shall state the date, time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove a director or officer. In the case of a special meeting, the notice of meeting shall include a description of the matter or matters for which the meeting is called.

Section 4. Quorum. The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) 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. In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned from time to time by a vote of the majority of those present in person or by proxy. The quorum requirement at the next meeting shall be one-half of the quorum requirement applicable to the meeting adjourned for lack of a quorum. The quorum requirement shall continue to be reduced by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted. If a meeting is adjourned to a different date, a new notice of meeting need not be given if the new date, time and place is announced at the meeting before adjournment.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, signed by the Member, and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Voting Rights. Every Owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. There shall be one (1) vote allocated to each Lot. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Fractional voting with respect to any Lot is hereby prohibited.

No Member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is more than sixty (60) days delinquent in any payment due to the Association.

Section 7. Electronic Communications and Electronic Voting. The use of electronic transactions and transmissions by the Members or the Board is authorized in lieu of other forms of communication to the fullest extent allowed by North Carolina law, including without limitation, the Planned Community Act, Nonprofit Corporation Act and Article 40 of Chapter 66 of the North Carolina General Statutes. Unless otherwise prohibited by law, the Board may adopt a web-based or other electronic-based method for Members to vote on issues coming before them. In the case of a meeting by mail as authorized by N.C. Gen. Stat. § 55A-7-08, no physical meeting of the Members shall be required. In all other cases, any electronic voting system may be used in conjunction with, but not in lieu of, the regular or special meeting called to consider the issue in question, at which meeting persons may still cast their votes in person or by proxy. If electronic voting is to be utilized, the Board must clearly identify in the meeting notice that electronic voting will be available, the method by which the Owner can access the voting option and cast the Owner's vote, and the date and time by which the electronic voting option will close. For purposes of determining quorum, any votes cast electronically will count towards determining whether a quorum was present.

ARTICLE IV
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of at least three (3) directors; provided, however, that the Board shall never exceed five (5) directors. The directors shall be Members in good standing of the Association.

Section 2. Term of Office. Except as provided in Article V, Section 3, of these Bylaws, Directors shall be elected for a term of two (2) years each on a staggered basis, so that one year three Directors' terms expire and the next year two Directors' terms expire. The members of the Board of Directors shall take office upon election and shall hold office until their respective successors shall have been elected by the Association.

Section 3. Resignation and Removal. Any director may be removed from the Board (i) with or without cause by a majority vote of Members present and entitled to vote at any meeting of the Lot Owners at which a quorum is present or (ii) by a majority of the Board in the event that director shall be absent from three (3) consecutive meetings of the Board of Directors. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of assigned duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting if the action is taken by a majority of the Board. The action shall be evidenced by one or more written consents signed by each Director describing the action taken, which are to be included in the minutes or filed with the corporate records. Such consents may be in electronic form and delivered by electronic means. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be made by any Member of the Association in advance of the meeting at which election is to take place. The Board of Directors may, but shall not be required to, take nominations for election to the Board of Directors from the floor at the annual meeting.

Section 2. Election. Election to 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. In the event the

nominations for Directors do not exceed the vacancies to be filled, the slate of Directors may be elected by acclamation by a show of hands or voice vote.

Section 3. Cumulative Voting. Cumulative voting shall not be permitted in elections for the Directors.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly without notice, at such place and hour as may be decided by 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, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of all Directors shall constitute a quorum for the transaction of business. Every act or decision 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. Informal Action by Directors. Action taken by Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have all powers and duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Declaration, the Articles of Incorporation, these Bylaws, and otherwise by law, including, but not limited to, the power to:

(a) establish reasonable rules and regulations concerning the use of the Common Area and the personal conduct of the Members and their guests thereon, as well as rules and regulations concerning use of the Lots. Copies of such rules and regulations and amendments thereto shall be furnished by the Board of Directors to all Members prior to the rule's effective date. Such regulations shall be binding upon the Members, their families, tenants, guests, invitees, and agents until and unless such regulation, rule, or requirement shall be specifically overruled, cancelled, or modified by the Board;

(b) impose reasonable monetary fines not to exceed one hundred dollars (\$100.00) per day, or the maximum amount allowed by law, for a violation of the Declaration, these Bylaws or

the rules and regulations of the Association. No such monetary fine shall be imposed except following a hearing before the Board of Directors, which shall accord to the party charged with the violation notice of the charge, opportunity to be heard and to present evidence;

(c) make or contract for the making of capital improvements upon the Common Area;

(d) enforce the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by the Board and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association or the Declaration;

(e) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for an infraction of for violation of the Declaration, these Bylaws, or the rules and regulations of the Association;

(f) suspend the community privileges (including use of recreational facilities, if any) of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for an infraction of for violation of the Declaration, these Bylaws, or the rules and regulations of the Association;

(g) 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;

(h) exercise for the Association all powers, duties and authority vested in or delegated to the Association by virtue of the Planned Community Act, Chapter 47F of the North Carolina General Statutes; the Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes; and by virtue of any other applicable statute;

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

(j) 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 the Board of Directors to, without limitation:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a summary thereof to the Members at the annual meeting of the Members;

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

(c) as more fully provided in the Declaration or by statute, levy and collect assessments;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) cause the Common Area to be maintained, including the maintenance, repair and reconstruction of private streets, if any, and of water and sewer lines, if any, situated on the Common Area when such lines are located outside dedicated public easements and local government or county rights-of-way, except such lines located on a Lot which serve only that Lot, and such other areas as the Association may by contract undertake to maintain; and

(f) pay all ad valorem taxes and public assessments relating to the Common Area;

(g) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(i) prepare, on an annual basis, an operating budget for each forthcoming fiscal year, which budget shall be presented to the Members at their annual meeting, provided, however, that a copy of such budget shall be sent to each Member at least thirty (30) days prior to such meeting, and shall be approved and adopted or disapproved and rejected by a majority of the Members present in person or by proxy; and

(j) exercise its powers and duties in good faith and in the best interest of the association, and to this end avoid conflicts of interest.

ARTICLE VIII OFFICERS

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice president, who at all times shall be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create. All officers must be Members of the Association.

Section 2. Election of Officers; Term. The officers of the Association shall be elected annually by the Board. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. Each officer shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 3. 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 4. Resignation and Removal. Any officer may be removed from office with or without cause by a majority of the Board. Any officer may resign at any time 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 5. Vacancies. A vacancy in any office may be filled by appointment by a majority of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 3 of this Article.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; shall prepare, execute, certify and record amendments to the Declaration in accordance with the amendment provisions set forth therein; and shall co-sign all checks and promissory notes.

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

(c) 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.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; 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 regular annual meeting, and deliver a copy of each to the Members.

Section 8. Management Company. The Board may employ for the Association a professional management agent or agents at such compensation as the Board may establish, to perform such duties and services as the Board shall authorize. The Board may delegate such powers as are necessary to perform the manager's assigned duties but shall not delegate policy-making authority or ultimate responsibility for those duties set out in Article VII, Section 2.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify any director or officer against liabilities and reasonable litigation expenses, including attorney's fees, incurred by him/her in connection with any action, suit or proceeding in which he/she is made or is threatened to be made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to have acted in bad faith or outside the scope of his/her duties as a director, or to have been liable or guilty by reason of willful misconduct in the performance of duty.

ARTICLE X COMMITTEES

The Board of Directors shall appoint an Architectural Review Committee, as provided in the Declaration. In addition, the Board may appoint such committees as are authorized in the Declaration or as it deems appropriate to perform such tasks and to serve for such periods as the Board may designate by resolution. Each committee shall operate in accordance with the terms of such resolution.

**ARTICLE XI
BOOKS AND RECORDS**

The books and records of the Association shall be subject to inspection by any Member in accordance with N.C. Gen. Stat. 47F-3-118(a) and Chapter 55A of the North Carolina General Statutes. 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 Association, where copies may be purchased at reasonable cost.

**ARTICLE XII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: "Chatham Forest Homeowners Association, Inc. Pittsboro, North Carolina"

**ARTICLE XIII
AMENDMENTS AND CONFLICTS**

Section 1. These Bylaws may be amended at a regular or special meeting of the Members at which a quorum is present by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation 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.

**CERTIFICATION OF VALIDITY OF AMENDED AND RESTATED BYLAWS OF
CHATHAM FOREST HOMEOWNERS ASSOCIATION, INC.**

The undersigned Secretary of the Chatham Forest Homeowners Association, Inc., hereby certifies that the foregoing Amended and Restated Bylaws were duly approved by the vote of a majority of a quorum of Members present in person or by proxy at a duly-noticed meeting of the Members.

By: _____
Secretary

Date: _____

STATE OF NORTH CAROLINA

ACKNOWLEDGMENT

COUNTY OF CHATHAM

I, _____, a Notary Public of the County and State aforesaid, certify that _____, of whose identity I have personal knowledge, personally appeared before me and acknowledged that the signature on the record presented is his/her signature and that he/she voluntarily executed the foregoing instrument for the purpose stated therein and in the capacity indicated and with full authority to do so.

Witness my hand and official stamp or seal, this ____ day of _____, 2021.

Notary Public

Printed Name

My commission expires: _____