

By-Laws
of
Pine Mountain
Property Owners Association

Article I

Definitions

Section 1: “Association” The Pine Mountain Property Owners Association, a non-profit corporation organized and existing under the laws of the State of North Carolina.

Section 2: “Declaration” The Pine Mountain Declaration of Covenants and Restrictions filed by South Mountain Properties, Inc., Pine Mountain Property Owners Association, Inc., and Village Commons Association, Inc., in the Office of the Register of Deeds of Burke County, North Carolina, on the 26th Day of April 1973, and there recorded in Book 430, page 278. “Declaration” shall further refer to (a) all future modifications and amendments to the same which shall be duly filed of record in the county in which the affected real property shall be located, and (b) to the same Pine Mountain Declaration of Covenants and Restrictions, together with duly recorded future modifications and amendments thereto, if duly filed and recorded in the office of the Register of Deeds of another county or counties of North Carolina adjoining Burke County.

Section 3: “The PM Properties” The real estate described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association as provided in the Declaration.

Section 4: “Commons” The Village Commons Association, Inc., a non-profit corporation organized and existing under the laws of the State of North Carolina.

Section 5: “Townhome Site” A numbered parcel of land consisting of not less than 2,000 or more than 2,500 square feet, more or less, of horizontally measured ground space within a closed boundary and lying within the boundaries of a Village, said parcels to be grouped in clusters of not less than three (3) nor more than six (6) parcels, and upon which no structure other than a Townhome shall be constructed.

Section 6: “Village Commons” All of the real property located within the boundaries of the Village and not encompassed within the boundaries of Townhome Sites situated therein, the same being dedicated to Village Commons Association, Inc., for the use, benefit, and enjoyment of owners.

Section 7: “Common Properties”; “Common Areas”: “Greenways” Those areas so designated upon any recorded subdivision Map or Plat of PM properties to be devoted to the common use and enjoyment of Owners of PM Properties intended to be devoted to the common use and enjoyment of Owners of PM

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Properties, and shall specifically include the following: Roads, Streets, Trails, Pavilion and Pathways, Golf Course, Greenways, Water System Service and Sewer System serving the association.

Section 8: "Lot" A numbered, lettered, or combination of numbered and lettered parcel of land lying within the boundary of a subdivided area of PM Properties as shown on any recorded subdivision Map of PM Properties identified as a numbered or named PM Properties "Section"; provided however, that this definition shall not, in any event, apply to a "Townhome Site" or any area within Village Commons as herein defined, or to a parcel subject to a supplemental Declaration.

Section 9: "Improvements" Anything of any kind or nature whatsoever built, constructed or placed upon the PM Properties and subject to the Declaration, including, but not being limited to fences, walls, driveways, parking areas, retaining walls, permitted out-buildings, and every and singular structure, material, or device of every kind and nature, whether or not herein defined and specified.

Section 10: "Owner" Any person or entity owning fee simple title to any Unit of PM Property, whether under and by virtue of a Deed of Conveyance or a Certificate of Ownership; this term shall also include any person or entity who has contracted to purchase the fee title of such a Unit of PM Property under and pursuant to a lawful written agreement.

Section 11: "Entity" Owner. When title to a lot is held in the name of a corporation, a partnership, a limited partnership, a limited liability company or other form of business entity, the "Member" shall be the person designated by the entity-owner as the person who is entitled to exercise the voting rights and privileges of membership under the Association governing documents.

Section 12: "Certificate of Ownership" A written document in recordable form, running from the county deed office, as grantor, to purchaser, as grantee, wherein it is duly evidenced and recited that the purchaser is the lawful owner of the fee title in and to a unit of property not yet partitioned to them, which document shall be delivered to the purchaser after they satisfy payment of the purchase price thereof and prior to delivery of a deed conveying transfer.

Section 13: "Unit of PM Property:" One Lot, one Village Commons Interest, or one of any other category of subdivided PM Property restricted to residential use.

Article II

Location

Section 1: The Principal Office of the Association shall be located at Connelly Springs, North Carolina

Article III

Membership

Section 1: Members. Every person or entity who is the record owner of a fee, or undivided fee, interest in any Unit of PM Property which is subject, by Declaration of Record, to being assessed by the Association, and who shall have paid the property owner in full for the purchase price of the Unit of PM Property shall be a Member of the corporation; provided that any such person or entity who holds such interest only as security for the performance of an obligation shall not be a Member.

Section 2: Evidence of Membership. Any person or entity shall not be entitled to exercise the rights of a Member until official documentation has been provided to the Association's Secretary in writing that he or she is qualified to be a Member. Qualifications will be in the form of a certified copy of a recorded grant deed or currently effective policy of title insurance. Exercise of membership rights shall be further subject to the rules regarding record dates for notice, voting and actions by written ballot and eligibility for voting.

Section 3: Member in Good Standing. Any person or entity who is obligated to the association, whose membership rights are not in suspension as a consequence of delinquency and/or any other disciplinary proceedings or by operation of a specific provision in the Articles of Incorporation, By-Laws, and/or Declaration. Any Pine Mountain Member who becomes delinquent will not be considered a "Member in Good Standing." An entity in good standing must be current (active) with their registered state. If any entity is not current (active) with their registered state, they will not be considered a "Member in Good Standing." Good Standing shall also be a prerequisite for being a candidate for election to the Board of Directors and for continued service on the Board once elected to office.

Section 4: Associate Members. Every person or entity who has entered into a contract of purchase covering a Unit of PM Property which is subject by Declaration of Record to being assessed by the Corporation and who has not paid the property owner in full for the purchase price of said Unit of PM Property shall be an Associate Member of the Corporation. An Associate Member shall be entitled to all the privileges of a Member except the right to vote. Rescission of a contract of purchase by the property owner shall terminate the Associate Member status.

Section 5: Delegation. Any Member or Associate Member may delegate his/her right of enjoyment to the common properties and facilities; however, that right will be subject to Pine Mountain's **Declaration, Article IV, Section 3** and published policies, rules and regulations of the Association.

Section 6: The rights of Membership and Associate Membership are subject to the payment of annual and special assessments levied by the Association. The obligation of the assessments which are imposed against a particular Unit of PM Property becomes a lien upon the property against which such assessments are made and also become a personal obligation of the owner of such Unit of PM Property all as provided in **Part 3, Article I, Section 1**, of the **Declaration**.

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Section 7: The Membership and Associate Membership rights of any person or entity whose Unit of PM Property is subject to assessment by the Association, whether or not he is personally obligated to pay such assessments, may, by action of the Association, be suspended from Membership during the period for which the assessments remain unpaid; upon payment of such assessments, their rights and privileges shall be automatically restored. If the Association has adopted and published rules and regulations governing the use of the Common Properties as provided in **Article IX, Section 1(d)** hereof and the personal conduct of any person is in violation of those rules and regulations, the Association may, in its discretion, suspend the rights of any such person for a period not to exceed thirty (30) days. The applicability of this Section 4 shall also apply to any Membership or Associate Membership rights which may have been delegated.

Article IV

Voting Rights

Section 1: Members shall be all those persons or entities as defined in **Article III**. Members shall be entitled to one vote per eligible member. When more than one person holds such interest(s) in any Unit of PM Property, the vote for such Unit of PM Property shall be exercised as they shall determine; provided, however, that in no event shall more than one vote be cast with respect to any such Unit of PM Property.

Article V

Property Rights and Rights of Enjoyment of Common Property

Section 1: Each Member and Associate Member shall be entitled to the use and enjoyment of the Common Properties as provided in **Part 2, Article IV, of the Declaration**, all of which shall further accrue and extend to:

- (a) The spouse and children of a Member, or Associate Member, who resides with and have the same principal address as said Member or Associate Member;
- (b) Guests or invitees of Members and Associate Members as provided by rules and regulations of the Association;
- (c) Other persons who are regular occupants of residential property with the PM Properties;

Section 2: Any Member or Associate Member may delegate his or its rights of enjoyment in the Common Properties as provided in **Part 2, Article IV, Section 4 of the Declaration**. Such Member or Associate Member shall notify the Secretary of the Association in writing of the name of any such person and of the relationship, if any, of the Member or Associate Member to such person. The rights and privileges of such person are subject to suspension under **Article III, Section 4 of these By-Laws** to the same extent as those of a Member or Associate Member.

Section 3: Members, Associate Members, and their guests and invitees shall be bound by such rules as the directors shall make from time to time, relative to the use of the Common Properties, providing, however, that said rules do not conflict with any other Article or Section appearing within these By-Laws. (**Note: Article IX, Section 1, Item d.**)

Article VI

Association Purposes and Powers

Section 1: The Association has been organized, for the use and benefit of its members and Associate Members, to:

1. Exercise those certain rights, powers, and privileges granted to it by the provisions of North Carolina Governing Statutes Chapter 55A;
2. Provide for the administration, management, expansion, construction, control, supervision, operation, preservation, and protection of value of those certain real, personal, tangible, and intangible properties which shall, from time to time, belong to or otherwise become subject to the jurisdiction and control of this Corporation within the PM Properties;
3. Promote the health, safety, and welfare of owners and occupants of residential, commercial, and other properties within the PM Properties and any additions thereto and, to that end, to:
 - a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Pine Mountain Declaration of Covenants and Restrictions recorded in Book 430, page 278, office of the Register of Deeds of Burke County, North Carolina, together with subsequent amendments and modifications thereto; said Declaration is incorporated herein as if fully set forth;
 - b. Own, acquire, build, operate and/or maintain greenways, recreational parks, playgrounds, golf courses, private ways, private roads, private lanes, utilities, water system, sewer system, buildings, structures, and personal properties incident thereto;
 - c. Provide for services including, but not limited to, garbage and trash collections and maintenance of unkept lands and trees;
 - d. Fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration and the by-Laws, Rules and Regulations of the Association; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the corporation;
 - e. Pursuant to the terms of the Declaration to convey, sell, lease, transfer, dedicate for public or other use, or otherwise dispose of real or personal property in connection with the affairs of the corporation;
 - f. Pursuant to the terms of the Declarations, borrow money; and, with the assent of **51%** of the voting members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property in connection with the affairs of the Corporation;

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- g. Pursuant to the terms of the Declaration, dedicate, sell, or transfer all or any part of the Common Properties to any public or private agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the voting members. No such dedication or transfer shall be effective unless approved by **51%** of the voting members;
- h. Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that any such merger shall have the assent of **51%** of the voting members;
- i. Insofar as permitted by the laws of the State of North Carolina, to do any other thing that will promote the common benefit and enjoyment of the residents upon and owners of the PM Properties;
- j. Enforce any and all covenants, restrictions, and agreements applicable to PM Properties.

Article VII

Board of Directors

Section 1: The affairs of the Association shall be managed by a board of 5-7 directors, who must be members of the Corporation. A change in the number of directors shall be made only by amendment to these By-Laws. Directors elected for a term of two (2) years and shall remain in office until their respective successors are elected and qualified; directors will be elected under staggered terms so that half the directors shall rotate off the board each year. Any vacancy occurring in the board of directors may be filled at any meeting of the board of directors by the affirmative vote of a majority of the remaining directors. Any director appointed to fill a vacancy, based on the next highest number of ballot votes, shall serve as such until the next election. No director will serve more than two (2) consecutive terms.

Section 2: Any Member who loses some or all of their Membership rights and/or privileges due to becoming delinquent cannot serve on the Board of Directors.

Section 3: The Board of Directors will not include more than one person from the same immediate family. For purposes of this Section, "immediate family" shall be defined as persons within one degree of kinship to each other, by blood or marriage, cohabitation.

Article VIII

Board of Directions: Election Process

The nomination and election of the Board of Directors shall be as follows:

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Section 1: Election of the Board of Directors shall be by electronic or written ballot as hereinafter provided, and pursuant to both **Article III and Article IV**.

Section 2: Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association. The President shall have authority to appoint and replace members of this committee as it is necessary.

Section 3: The Nominating Committee shall consist of three (3) Members in good standing and one (1) Member of the Nominating Committee shall be designated by the Board of Directors as Chairman. The Nominating Committee shall be appointed as soon as the Board of Directors shall deem appropriate, and shall serve until a successor Nominating committee shall be appointed by the Board of Directors.

Section 4: The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations shall be placed on an electronic or written ballot as provided in **Section 5, Article VIII**, and shall be made in advance of the time fixed in **Section 5, Article VIII**, for the mailing of such ballots to voting members. Accompanying the ballot shall be a description of each candidate containing a short resume and the benefits they can provide as a board director.

Section 5: All elections to the Board of Directors shall be made on written ballot which shall:

1. Describe the vacancies to be filled
2. Set forth the names of those nominated by the Nominating Committee for such vacancies.

A box to the left of the name of the candidate is to be marked with an "X" to identify a vote "for." Such ballot shall be prepared and sent out by the Secretary of the Association to the eligible voting Members at least ten (10) days in advance of the date designated by the Board of Directors as the date for the election. The date of the election shall be prior to the date of the Annual Meeting and the term of office of a Director shall be for two (2) years. The term shall expire upon the date of the Annual Meeting. No Director will serve more than two (2) consecutive terms.

Section 6: Director's Resignation. The date a Director resigns from the Board can become effective immediately upon communication unless the resignation sets forth a different effective date.

Remaining Board Directors will select a successor through a qualifying procedure:

1. Must qualify as a Member in Good Standing.
2. Provide a short resume and the benefits they can provide as a Board Director.
3. Accept the position until the next election.

Section 7: Each eligible voting member shall receive one (1) ballot to be sent to the voting member by the Secretary of the Association. The ballot must be signed by the voting member. It shall be the responsibility of the Secretary to code or otherwise identify the ballots so as to prevent duplication or reproduction of the ballots.

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Section 8: Upon receipt of each ballot returned, the Secretary of the Association shall place same in a safe place, and upon the date designated by the Board of Directors as the date of the election, shall open the ballots and count same in the presence of any Member of Pine Mountain and two non-incumbent Directors appointed by the Board of Directors who, with the President, shall constitute the Election Committee. In the event the current President is an Incumbent then the Board shall name a Chairman, other than the President, for the Elections Committee. The results of the Election shall be publicly posted within twenty-four (24) hours at the Pine Mountain POA Office and shall be placed in the records at the next following Pine Mountain POA Board of Directors meeting. In the event two or more persons have been nominated for a vacancy, the person receiving the greater number of affirmative votes shall be declared elected. In the event only one person shall have been nominated for a vacancy, such person shall be declared elected upon the counting of the ballots, unless a person receives a greater number of "write-in" votes. To qualify as a write-in vote, the person must be a Member in Good Standing. A "write-in" vote or votes shall be deemed a proper nomination and an affirmative vote for the person designated on the ballot and shall be counted in any election of Directors.

Article IX

Powers and Duties of the Board of Directors

Section 1: The Board of Directors shall have power:

- (a) To call special meetings of the members whenever it deems necessary, and it shall call a meeting at any time upon written request of the members, as provided in **Article XIII, Section 2.**
- (b) To appoint and remove, at pleasure, all officer, agents, and employees of the Association, prescribed their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, Officer, or Director of the Association in any capacity whatsoever. Such duties are announced at the start of each new term and as provided in this subparagraph (b) may be delegated by the Directors to a specific Director who shall report his actions to the Board of Directors from time to time.
- (c) To establish, levy and assess, and collect the assessments or charges as provided in the Declaration.
- (d) To adopt and publish rules and regulations governing the use of the Common Properties and the personal conduct of the members, associate members, invitees, guests and other thereon. The publishing of said rules and regulations as currently existing and with any future additions or modifications otherwise, shall be so recorded on a separate sheet identifying adopted rules and regulations, and said sheet shall be placed with these By-Laws as a "loose" sheet for current application.
- (e) To exercise, for the Association, all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the Declaration or the Articles of Incorporation.

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- (f) Employ independent contractors or such other employees as they deem necessary and to prescribe their duties.

Section 2: It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by the membership, as provided in Article XIII, Section 2.
- (b) To supervise all officer, agents and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in Part Three of the Declaration:
 - 1) To fix the amount of the Assessment or charges against the owners of each Unit of PM Property, for each assessment or charge period, at least 30-days in advance of such date or period;
 - 2) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Board member;
 - 3) To send written notice of each assessment to every owner subject thereto.
- (d) To issue, or to cause an appropriate officer to issue, upon demand, by any bona fide prospective purchaser of a Unit of PM Property, a lending institution, or his authorized representative thereof, a receipt setting forth whether any assessment has been paid. Such receipt shall be conclusive evidence of the satisfaction of any assessment therein stated to have been paid.
- (e) To maintain all Common Properties and to cause the Association to construct certain common properties according to the Declaration, including, but not limited to, additions to the water system and the sewer system.

Article X

Director's Meetings

Section 1: A regular meeting of the Board of Directors shall be held monthly. Date, time and location of regular Board of Directors meetings will be announced at the start of each new term.

Section 2: Notice of such regular meeting is not required. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3: Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two directors at date and time which would result in a quorum.

Section 4: The transaction of any business at any meeting of the Board of Directors, however called and wherever held, shall be as valid as though made at a meeting duly held after regular call and notice of a

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quorum is present, provided that either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to the conduct of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5: The majority of the Board of Directors shall constitute a quorum thereof.

Article XI

Officers

Section 1: The officers shall be a President, a Vice-President, a Secretary and a Treasurer. One person may hold two offices: the offices of President and Treasurer may be held by the same person and the offices of Secretary and Vice President may be held by the same person. 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 2: The Officers shall be chosen by majority vote of Directors.

Section 3: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes, leases, mortgages and deeds.

Section 4: The Vice-President designated by the Board, shall perform all the duties of the President in their absence.

Section 5: The Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall record for purpose of attendance the names of all attending Members and Associate Members of the Association.

Section 6: The Treasurer shall provide oversight to the Secretary of the Association in all banking matters of the Association and shall disburse such funds as directed by the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such notes shall also be signed by the President or a Vice-President.

Section 7: The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made at the completion of each fiscal year. He/She shall prepare an Annual Budget and an Annual Balance Sheet Statement, and the budget and balance sheet statements shall be presented to the Membership at its regular Annual Meeting.

Article XII

Committees

Section 1: The Standing Committees of the Association shall be:

- The Nominations Committee
- The Recreation Committee
- The Construction and Maintenance Committee
- The Environmental Control Committee
- The Publicity Committee
- The Audit Committee

Each committee shall consist of a Chairman and two or more members and shall consist of only Members in Good Standing. The Committees shall be appointed by the Board of Directors prior to each Annual Meeting to serve from the close of such Annual Meeting until the close of the next Annual Meeting, and such appointment shall be announced at each such Annual Meeting. The Board of Directors may appoint such other Committees as it deems desirable.

Section 2: Any Member who loses some or all of their Membership rights and/or privileges cannot serve on any committee.

Section 3: The Nominations Committee shall have the duties and functions described in **Article VIII**.

Section 4: The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational programs and activities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 5: The Construction and Maintenance Committee shall advise the Board of Directors on all matters pertaining to the construction, maintenance, repair or improvement of the Common Properties of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 6: The Environmental Control Committee shall have the duties and functions described in **Part 4 of the Declaration** and other provisions thereof. It shall be alert for any proposals, programs, or activities which may adversely affect the residential value and integrity of PM Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 7: The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting the Board of Directors, make such public releases and announcements as are in the best interest of the Association.

Section 8: The Audit Committee shall supervise the annual audit of the Association's books, and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in **Article XI, Section 8**. The treasurer shall be an ex-officio member of the Committee.

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Section 9: With the exception of the Nominations Committee and the Environmental Control Committee, each committee shall have power to appoint a sub-committee from among its membership and may delegate to any such sub-committee any of its powers, duties, and functions.

Section 10: It shall be the duty of each committee to receive complaints from members and associate members on any matter involving Association functions, duties, and activities within its field of responsibility. All such complaints may be transferred to another committee, director or office of the association if referred. Upon completion, the complaint will be filed with the Secretary of the Association.

Article XIII

Meeting of Members

Section 1. The regular annual meeting of the members shall be held on the second Saturday of the month of June in each year, at the hour of 10:00 am. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the Saturday following which is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by the president, the vice-president, the secretary or treasurer, or by any two or more members of the Board of Directors, or upon written request of 1/10 of the eligible voting membership.

Section 3. Notice of any meeting shall be given to the members by the Secretary of the Association. Notice may be given to the member either personally, or by sending a copy of the notice through electronic distribution or postal mail, postage thereon fully prepaid to his address appearing on the books of the Association. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least 6 days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided however, that if the business of any meeting shall involve an election governed by **Article VIII (Board of Directors: Election Process)** or any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members, personally or by proxy, entitled to cast 1/10 of the total votes of the eligible voting membership, shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Declaration shall require a quorum as therein provided.

Article XIV

Proxies

Section 1: At all Corporate Meetings of Members, each voting Member may vote in person or by proxy.

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Section 2: All proxies shall be in writing and filed with the Secretary of the Association. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the Member of his interest in the PM Properties.

Article XV

Books and Papers

Section 1: The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

Article XVI

Corporate Seal

Section 1: The Association shall have a seal containing the words: "Pine Mountain Property Owners Association. Seal. 1973. State of North Carolina."

Article XVII

Amendments

Section 1: These By-Laws may be amended by any regular or special meeting or meeting by the Board of Directors and the Membership in attendance, by a vote entitled to be cast on the Amendment. If the Board of Directors or the Members seek to have an amendment approved, the Property Owners Association shall give notice of the Meeting at which such amendment shall be considered in accordance with North Carolina law. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment. Voting may be by written ballot under a procedure substantially similar to that set forth in **Article VIII, Section 5** herein.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration referred to in Article I and these By-Laws, the Declaration shall control.