

Amended and Restated Bylaws Effective August 23, 2003
Salisbury Park Homeowners Association, Inc.

Article I: Name and Location

The name of the corporation is SALISBURY PARK HOMEOWNERS ASSOCIATION, INC., (formerly known as Stonehenge 16 Homeowners Association, Inc.), hereinafter referred to as the "Association." The principal office of the corporation shall be located at 7200 Stonehenge Drive, Raleigh, NC 27613. All mailings and communications should be addressed to SPHOA, P.O. Box 68186, Raleigh, NC 27613. Meetings of members and directors may be held at such place or places within the State of North Carolina, Wake County, as may be designated by the Board of Directors.

Article II: Definitions

Section 1: "Association" shall mean and refer to Salisbury Park Homeowners Association, Inc., 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, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Common Area" shall mean all property owned by the Association, for the common use and enjoyment of members or designated classes of members of the Association, including Limited Common Area, and including all water and sewer lines serving the properties that are not located in a publicly dedicated easement or public street.

Section 4: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

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 that 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: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the Office of the Register of Deeds of Wake County.

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

Article III: Amendments

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. Copies of the Amended Bylaws shall be made available to the members no more than thirty (30) days after approval of the Association as outlined in Section 1. One copy will be published for each Board of Director member (for additional copies, see Article XI). Notice of availability shall be printed in the newsletters and the biannual directory.

Section 3. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Article IV: Meetings of Members

Section 1: Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held in the month of August of each year thereafter.

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 the members who are entitled to vote one-fourth (1/4) of all the votes.

Section 3: Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws, 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, by mailing a copy of such notice, postage prepaid, no less than fifteen (15) 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 4: Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4 or 25%, rounded to the nearest whole number) of the votes 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 the 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 represented.

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

Article V: Board of Directors; Selection, Term of Office

Section 1: Number. The affairs of this Association shall be managed by a Board of three (3) directors consisting of President, Vice President/Secretary and Treasurer, who are member owners of the Association whose principal residence during nine (9) months of the year is Salisbury Park.

Section 2: Term of Office. At the first annual meeting, the members shall elect one (1) director for a term of one year and two (2) directors for a terms of two (2) years, and at each annual meeting thereafter, the members shall elect for a term of two (2) years the number of directors whose terms are expiring.

Section 3: Removal. Any director may be removed by the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4: Board Action Taken Without a Meeting of the Board. The Board of Directors shall have the right to take any action in the absence of meeting which they could take at a meeting of the Board by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article VI: Nomination and Election of Directors

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chair, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, 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 annual meeting. 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. Such nominations are to be made from among members of the Association.

Section 2: Election. Election to the Board of Directors shall be made 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. No fractional voting and no cumulative voting shall be allowed.

Article VII: Meetings of Directors

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday. A statement indicating meetings are held monthly and members may contact one of the Board of Directors if interested in attending will be added and printed in the quarterly newsletter and biannual directory.

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 five (5) days' notice to each director.

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.

Article VIII: Powers and Duties of the Board of Directors

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

- a) adopt and publish rules, other than those listed in Article 9 of the Covenants, upon approval by a simple majority of members present or represented by proxy at a meeting held specifically for this purpose, and to establish penalties for the infraction thereof;
- b) exercise for the Association all power, 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;
- c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from no less than three (3) consecutive regular meetings of the Board of Directors;
- d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties. Any Association project not included in monthly routine or annual maintenance requires an open bid process consisting of a minimum of three (3) written bids;
- e) grant easements to public authorities or others for the installation and maintenance of sewage, utilities or drainage facilities upon, over, under and across the Common Area when, in the sole opinion of the Board of Directors, such easements do not interfere with the use and enjoyment of the Common Area; provided, however, that no easement shall be granted in any greenway area dedicated to the City of Raleigh without the prior written consent of the City of Raleigh.

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

- a) 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 statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- b) supervise all officers, agents and employees of this Association and see that their duties are properly performed;

c) as more fully provided in the Declaration, to:

1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3) foreclose the lien against any property for which assessment are not paid within thirty (30) days after due date or to bring an action at law against the owners personally obligated to pay the same.

d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not 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) procure and maintain adequate liability and hazard insurance on property owned by the Association and upon all of the Properties in accordance with the provisions of the Declaration;

f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or as may be required by the provisions of the Articles of Incorporation of the Association or the Declaration;

g) cause the Common Area to be maintained;

h) pay any ad valorem and public assessments levied against the Common Areas.

Article IX: Officers and Their Duties

Section 1: Enumeration of Offices. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, who are member owners of the Association whose principal residence during nine (9) months of the year is Salisbury Park.

Section 2: Term. The officers of this Association shall serve a two (2) year term. Biannually the office of the treasurer shall be elected. The office of vice president shall be elected annually. The first year of the vice president/secretary term shall be served and then the second remaining year of the term he/she shall be promoted to president and a new vice president/secretary elected to the vacant office.

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 the Board. Any officer may resign at any time, giving written notice to the Board. Such resignation shall take effect on the date of the 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 the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 6: Multiple Offices. The offices of secretary and vice president will 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; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes.

b) Vice President/Secretary. As Vice President, act in the place and stead of the President in the event of his/her absence, inability to act, or refusal to act, and shall discharge such other duties as may be required by the Board. As Secretary, record the votes and keep the minutes (including a Book of Resolutions) of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it to all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing members of the Association, together with their addresses; perform such other duties as required by the Board.

c) 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; cause an annual audit of the Association to be made by an independent public accountant at the completion of each fiscal year; 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 to the members.

Article X: Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Article XI: Books and Records

The books, records and papers of the Association shall, at all times during the regular business hours (Monday - Friday, 8:00a.m. - 5:00p.m. EST) be subject to inspection by any member or their agents. 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 XII: Assessments

As more fully 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 against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at six percent (6%) per annum and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interests, costs and reasonable attorney's fees of any such action shall be added to the amount of the assessment. Fees or dues that remain uncollected or paid after the due date shall be subject to an additional late fee consisting of \$15 per month until the debt is satisfied. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his/her Lot.

Article XIII: Miscellaneous

The fiscal year of the Association shall begin on the first day of October and end on the thirtieth day of September of every year, except that the first fiscal year shall begin on the date of incorporation.

In WITNESS THEREOF, we, being the Board of Directors of Salibury Park Homeowners Association , Inc., set our

hands hereunto, this 17th day of September, 2003.

Barbara Dobbins

Barbara Dobbins, President

Joe Webb

Joe Webb, Vice President/Secretary

Mark Larson

Mark Larson, Treasurer

Signatures on file on original copy.