

BY-LAWS OF
RIVERBEND PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE ONE OFFICES

The principal office of the corporation shall be located at 117 Rainbow Circle Lake Lure, Rutherford County, North Carolina. The mailing address shall be 117 Rainbow Circle, Lake Lure, Rutherford County, North Carolina. The corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine from time to time.

ARTICLE TWO MEMBERS

Section 1. Qualification. Every person or entity who is a record owner of a fee or undivided fee interest or is the holder of an Agreement for Deed from the developer in any lot which is subject to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation or the payment of money shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

Section 2. Voting Rights. Each member in good standing (dues and fees paid in full, if owed) shall be entitled to one vote for each lot he, she or it holds by deed or Agreement for deed on each matter submitted to a vote of the members.

Section 3. Termination of Membership. Membership shall run with the land and membership shall terminate when the member no longer holds a record deed or Agreement for deed.

ARTICLE THREE MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such a place and time and manner as designated by a majority of the Directors and notice to members shall be as specified in the by-laws under Article three, section three. The annual meeting is for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated

herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth (1/4) of the members having voting rights, at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of North Carolina, but if all of the members shall meet at any time and place, either within or without the State of North Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding thirty percent (30%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly

authorized attorney in fact. No proxy shall be valid after twelve (12) months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail or Electronic voting. Where directors or officers are to be elected and for the transaction of such other business as may come before an annual meeting, regular meeting or special meeting, such meeting may be conducted (including votes cast) by mail, e-mail or other electronic or manual means in such manner as the Board of Directors shall determine.

Section 8. Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of Association members may be taken without a meeting or in conjunction with a meeting if the Association delivers (to the members address on file with the association and such address is the responsibility of the member to notice the association of any address change) a written ballot on a form approved by the Association Board of Directors to every Association member in good standing entitled to vote on the matter. Any requirement that any vote or written agreement of the Association members be made by written ballot may be satisfied by a ballot electronically signed and submitted by electronic means (including scanning the ballot and attaching the ballot to an e-mail to submit) provided that such submittal shall either set forth or be accompanied by information from which it can be determined that the electronic communication was authorized by the Association member or the Association member's proxy.

A written ballot shall:

- (a) set forth the proposed action; and
- (b) provide an opportunity to vote for or against the proposed action.

Approval by written ballot pursuant to this Section 8 shall be valid only when the number of votes cast, including by ballot, equals or exceeds the quorum requirement to be present at a meeting authorizing such action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes or written agreement by written ballot shall indicate the time by which a ballot shall be received by the Association in order to be counted. A written ballot shall not be revoked once cast by its delivery to an authorized representative of the Association by mail, hand-delivery or electronic means, including email, facsimile or DocuSign. A written ballot on a form approved by the

Association Board of Directors may be provided to a member and a vote or written consent solicited to be returned prior to or after the notice is delivered to the membership of a meeting for which the action requested to be voted on is considered. For purposes of covenants amendments pursuant to N.C.G.S. §47F-2-117(a), a written ballot properly signed and return by a qualifying lot owner/member may qualify as a "vote" or as a "written agreement" denoting assent to the action requested to be taken.

ARTICLE FOUR BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of North Carolina but must be members in good standing of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be designated from time to time by the Board of Directors, but in no event shall there be less than four (4) directors nor more than six (6). Directors shall be elected at the annual meeting of members, and 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 Articles, these Bylaws and the Declaration. Cumulative voting is not permitted.

In order to be eligible to run for and be elected to a director seat, a person must be an individual member of the Association (meaning, an individual owner of a lot or lots) and said member must be in good standing (meaning, having no existing delinquencies in dues or assessments and no pending violations of community rules or covenants). Each director shall hold office for the term for which he or she was appointed or elected, or until his or her death, resignation, retirement, removal, disqualification or until his or her successor is appointed or elected and qualified.

The term of office of each director shall be two years with a maximum of two successive terms. Notwithstanding the above, in 2020, two of the open director positions will only have a one (1) year term, the intent is to stagger the terms of the Directors.

Section 3. Regular Meetings. A regular meeting of the Board of directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than

such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any duly elected director may be removed from the Board, with or without cause, by a majority vote of the Association Members. Any vacancy occurring in the Board of Directors as a result of death, resignation or removal of a director shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be voted on by the Members

at any annual or specially called meeting and such term of the newly elected director shall be for either a single year or two (2) years in order to preserve the staggered terms of the directors.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation, therefore.

ARTICLE FIVE OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any such assistant secretary or assistant treasurer can but does not have to be a member of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. Regardless of any prior authorization of expenditure, no expenditure on behalf of the Association greater than \$1,500.00 for any project shall be committed to or made by any officer without prior Board approval.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually for a one-year term by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, officers shall hold their position until such election shall be held. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Resignation and Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The officer so removed no longer retains any right to act for or on behalf of the corporation or its Board of Directors.

Any officer may resign at any time by 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 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. Unless such resolution provides the power to some other officer, the secretary shall have the power to prepare, execute, certify, and record amendments to the Declaration on behalf of the Association. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objective as this corporation.

ARTICLE SIX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. Currently account(s) may be managed by the President, Vice-President, or Treasurer of the Association without the need for joint or counter signature by other officers. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited

from, time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE SEVEN FISCAL YEAR

The fiscal year of the corporation shall be designated by the Board of Directors.

ARTICLE EIGHT DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the annual dues payable to the corporation by members of each class, and shall give appropriate notice to the members, and any special assessments needed.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

ARTICLE NINE EMERGENCY BYLAWS

Section 1. Authority for Emergency Bylaws. When any meeting of the membership cannot be readily assembled because of a catastrophic event, the following provisions of this Article shall be effective during such an emergency.

Section 2. Application and Expiration of Emergency Bylaws. During the emergency, all provisions of the regular bylaws consistent with the emergency bylaws remain effective. The emergency bylaws are not effective after the end of the emergency.

Section 3. Call and Notice of Emergency Meetings. Notice of meetings during an emergency, as set forth in this Article, shall be delivered by mail, email, or other appropriate manner given the circumstances. The notice shall specify the date and time of the meeting, the means by which the meeting shall be held (i.e., telephonically or by virtual means), and instructions regarding how to join the meeting and how to provide proper means of identification at the meeting for purposes of voting. The notice shall be delivered to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such

meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Identification and Voting. Voting during an emergency meeting shall be counted and considered consistent with the bylaws, except that voting members must be able to properly identify themselves. Identification may be obtained by any reasonable means, including but not limited to means of identification that are promulgated in the notice of emergency meeting.

Section 5. Corporate Liability for Actions Taken During Emergency. Corporate actions taken in good faith in accordance with the emergency bylaws binds the corporation, and the fact that action was taken pursuant to emergency bylaws shall not be used to impose liability on a corporate director, officer, employee, or agent.

ARTICLE TEN SEAL

The Board of Directors shall provide a corporate seal.

ARTICLE ELEVEN WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these by-laws or under the provisions of the Articles of Incorporation, or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE INDEMNIFICATION

The Riverbend Property Owners Association hereby agrees to indemnify, defend and hold harmless the Officers and Directors against any and all liability, claims, suits, losses, costs and legal fees caused by, arising out of, or resulting from the performance of their duties as Officers and Directors, including any negligent act or omission of the Officers and Directors in the performance of their duties and/or failure to perform their duties including any willful misconduct, and including negligent acts or omission of any Subagent or any direct or indirect agent hired in the performance of their duties as Officers and Directors of the Riverbend Property Owners Association.

ARTICLE THIRTEEN AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors, except for the number of Directors, present at any regular meeting or at any special meeting, if at least five days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. The number of the Board of Directors may only be altered, amended, or repealed by unanimous consent of the Board of Directors.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Amended and Restated Bylaws of Riverbend Property Owners Association, Inc. have been duly adopted by the Board of said Corporation on the 25th day of August, 2021.

IN WITNESS WHEREOF, the undersigned, duly and acting Secretary of the Corporation, has signed this Certificate hereon dated the 25th day of August, 2021.

BENNETT PORCHE

BENNETT PORCHE (Aug 25, 2021 16:47 CDT)

Secretary



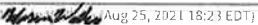
Lizister@mail.com (Aug 25, 2021 17:51 EDT)

Treasurer



Guy CONLAN (Aug 25, 2021 17:55 EDT)

President



(Aug 25, 2021 18:23 EDT)

Vice President



Kim Gissendanner (Aug 25, 2021 19:18 EDT)

Director