

BYLAWS OF  
BRIARWOOD PROPERTY OWNERS ASSOCIATION

ARTICLE I.

OFFICES

1.1 Registered Office and Agent. The registered office of the Association shall be at the business location address of the salaried Managing Agent of the Association. The name of the registered agent of the Association at such address is The President.

1.2 Business Office. The Association may locate a business office as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE II.

COMPLIANCE

2.1 Personal Application. All present or future owners, tenants, their employees, and any other person that might use the facilities of the Association in any manner, are subject to these bylaws.

The mere acquisition or rental of any of the lots of the subdivision or any improvements, or the mere act of occupancy of any of said lots or improvements, will signify that these bylaws are accepted, ratified, and will be complied with, and the terms of these bylaws shall be incorporated by reference into any Lease or Rental Agreement of any of the lots for purposes of determining default thereunder.

ARTICLE III.

VOTING

3.1 Voting. Voting shall be on a one (1) vote per lot basis. Any owner who owns one or more contiguous lots and occupies those lots as a single residential unit shall only be entitled to one vote per residential unit, and, for purposes of assessments imposed by the Association, the contiguous lots occupied as a single residential unit shall be deemed to be only one lot. No Owner in default in the payment of his assessment shall be entitled to vote so long as such default exists. The subdivision developer is the owner of all unsold lots and shall be entitled to one vote for each unsold lot.

3.2 Majority of Owners. As used in these bylaws, the term "Majority of Owners" shall mean those Owners holding fifty-one (51 %) percent or more of the votes in accordance with the percentage assigned in the Declaration.

3.3 Quorum. Except as otherwise provided in these bylaws, the presence in person or by proxy of a "Majority of Owners" as defined in bylaw 3.2 shall constitute a quorum.

3.4 Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of Briarwood Property Owners Association (hereinafter referred to as the "Association") before the appointed time of each meeting.

## ARTICLE IV.

### ADMINISTRATION

4.1 Association Responsibilities. The Owners and no other person or entity shall be members of the Association which will have the responsibility of administering the project, approving the annual budget, establishing and collecting monthly assessments, and arranging for the management of the Association pursuant to an agreement containing provisions relating to the duties, obligations, removal and compensation of the managing agent, if any. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a majority of Owners.

4.2 Place of Meeting. Meetings of the Association shall be held at a suitable place convenient to the Owners as may be designated by the Board of Directors.

4.3 Annual Meeting. The first annual meeting of the Association shall be held in January, 1984. Thereafter, the annual meetings of the Association shall be held on the second Tuesday of the month in which the first meeting is held in each succeeding year, which date is not a legal holiday. At such meetings there shall be elected by ballot of the Owners a Board of Directors in accordance with the requirements of bylaw 5.1. The first election of the Board of Directors by the Owners shall take place at the first annual meeting of the Association.

4.4 Special Meetings. It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition signed by a majority of the Owners after having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

4.5 Notice of Meeting. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Owner at the address appearing on the Association's records, not less than ten (10) days but not more than fifty (50) days prior to such meeting. The mailing of a notice in the manner provided in this bylaw shall be considered notice served.

4.6 Adjourned Meetings. If any meeting of the Owners cannot be organized because a quorum has not attended, the Owners who are present, either in person or by proxy, may adjourn the meeting to a time not more than forty-eight (48) hours from the time the original meeting was called.

4.7 Order of Business. The order of business at all meetings of the Owners shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading of minutes of preceding meeting;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Election of Directors;
- (g) Unfinished business; and
- (h) New business;

## BOARD OF DIRECTORS

5.1 Number and Qualifications. The business and affairs of the Association shall be governed by its Board of Directors (herein referred to as "Board of Directors") composed of five (5) persons, all of whom need not be Owners of lots in the subdivision, except that until such time as a Board of Directors shall be elected according to the provisions of bylaw 4.3, the affairs of the Association shall be governed by an interim Board of Directors who need not be Owners of lots, and shall be composed of the following three (3) persons:

James C. Lassiter, Jr. - President

W. Chas Duerr - Vice President and Assistant Secretary

Richard J. Reese - Secretary and Treasurer

The interim Board of Directors shall have the same powers and duties enumerated in these bylaws for the elected Board of Directors. The Subdivision developer shall have the authority to appoint the interim Board of Directors and to remove at will (with or without cause) the interim Board of Directors until the first annual meeting of the Association.

5.2 Powers. The Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute, the Articles of Incorporation, the Declaration, or these by-laws, reserved to the Owners.

5.3 Other Duties. In addition to duties imposed by the Declaration, these bylaws, or by resolutions of the Association, the Board of Directors shall be responsible for the following:

- (a) Care, upkeep, and security of the Subdivision Common Elements and other facilities;
- (b) Collection of annual assessments and maintaining an adequate reserve;
- (c) Designation and dismissal of the personnel necessary for the maintenance of the Subdivision Common Elements;
- (d) Designating by resolution the person or persons authorized to act on behalf of the Association in the maintenance, repair, and replacement of the Common Elements; and
- (e) Making and amending reasonable Rules and Regulations concerning the use of the Subdivision Common Elements.

5.4 Managing Agent. The Board of Directors may, but shall not be required to, employ for the Association a Managing Agent at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize, including, but not limited to, the duties listed in bylaw 5.3. Such agreement must provide for termination by either party without cause and without payment of a termination fee on ninety (90) days or less written notice. The term of any such agreement may not exceed one (1) year, renewable by agreement of the parties for successive one (1) year periods.

PAGE 3

5.5 Election and Terms of Office. At each annual meeting of the Association, election to the Board of

Directors shall be as follows:

- (a) Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting. No greater than ten (10) nominees shall be nominated for election to fill all vacancies to the Board of Directors.
- (b) Election. Election to the Board of Directors shall be by a show of hands unless a secret written ballot is requested by at least twenty-five (25%) percent of the Owners present. At such election, the members or their proxies may cast in respect to all vacancies only as many votes as they are entitled to exercise under the provisions of the Declaration. The nominee receiving the largest number of votes shall be elected. If necessary, the nominee receiving the next largest number of votes shall also be elected to the Board of Directors. Cumulative voting is not permitted.

At the first annual meeting of the Association, five (5) Directors shall be elected. The term of office of two (2) Directors shall be fixed for three (3) years; the term of office for two (2) more Directors shall be fixed at two (2) years; and the term of office for one (1) remaining Director shall be fixed at one (1) year. At such initial meeting, the two nominees receiving the largest number of votes shall be elected for terms of three (3) years each. The two nominees receiving the next largest number of votes shall be elected for terms of two (2) years each. The nominee receiving the fifth largest number of votes shall be elected for a period of one (1) year. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of (2) years. The Directors shall hold office for their respective terms until their successors have been duly elected and hold their first meeting.

5.6 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

5.7 Removal of Directors. At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority of the Owners and a successor may then and there be elected to fill the vacancy thus created.

5.8 Organizational Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the whole Board of Directors shall be present.

5.9 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one (1) such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be transmitted to each Director, personally or by mail, telephone or telegram, at least three (3) days prior to the date named for such meeting.

5.10 Special Meetings. Special meetings of the Board of Directors may be called by the President on

three (3) days notice to each Director, transmitted personally or by mail, telephone or telegraph, which notice shall state the time, place (as herein above provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) Directors.

5.11 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him at the time and place thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

5.12 Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and the act of the majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

5.13 Actions Without Meeting. Any actions taken by unanimous consent of all Directors in writing without the formality of a meeting shall be effective as if a formal meeting shall have been held.

5.14 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

5.15 Compensation of Directors and Officers. The Board of Directors and Officers shall receive such reasonable compensation, if any, as shall be approved by the majority of the Owners. Otherwise, they shall serve without compensation, but shall be entitled to be reimbursed for actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

5.16 Committees. The Board of Directors, may, but shall not be required to, by resolution passed by a majority of the Board of Directors, create and appoint members to an executive committee and to standing committees, such as:

- (a) A Recreation Committee which 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 of Directors, in its discretion, determines;
- (b) A Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the Subdivision Common Elements and shall perform such other functions as the Board of Directors, in its discretion, determines;

- (c) A Publicity Committee which shall inform the members of all activities and functions of

the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association;

(d) An Audit Committee which shall supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting; and

(e) An Architectural Control Committee which shall be composed of five (5) members. In the event that an Owner shall desire to make any architectural change to his dwelling or appurtenances that would require the approval of the Association, said Owner shall first submit plans in sufficient detail for the Architectural Control Committee to determine the extent of the proposed change, the type of building materials to be used and the appearance of the dwelling or appurtenances after such change to the Architectural Control Committee. Said Committee, provided a quorum is present, shall study and consider the plans for the proposed change and shall forward its recommendations to the Board of Directors. The Board of Directors shall consider the recommendations of the Architectural Control Committee, but not be bound by such recommendations in making its final decision.

It shall be the duty of each committee to receive complaints on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints, as it deems appropriate or refer them to such other committee, Director, Officer, or Managing Agent of the Association as is further concerned with the matter presented.

## ARTICLE VI.

### OFFICERS

6.1 Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by majority vote of the Directors and selected from among the members of the Board of Directors. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary shall not be held by the same person. The Board of Directors may also choose from among the members of the Board of Directors one (1) or more Vice Presidents and one (1) or more Assistant Secretaries and Assistant Treasurers.

6.2 Election of Officers. The officers of the Association, all of whom shall be members of the Board of Directors, shall be elected annually by the Board of Directors, at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

6.3 Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors called for such purpose.

## PAGE 6

6.4 Vacancies. If the office of any officer becomes vacant for any reason, including, but not limited

to, his or her death, retirement, resignation, or removal, the vacancy may be filled by the majority vote of the Board of Directors at any regular meeting or any special meeting of the Board of Directors called for such purpose.

6.5 President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and of the Board of Directors. He or she shall have all of the general powers and duties which are usually vested in the office of the president of an association or corporation, including, but not limited to, the power to appoint committees from and among the Owners from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He or she shall have the general and active management of the business and affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect.

6.6 Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other members of the Board of Directors to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors or delegated to him by the President.

6.7 Secretary. The Secretary shall give, or cause to be given, notice and keep the minutes of all meetings of the Board of Directors and keep the minutes of all meetings of the Association and shall perform like duties for any committee when required. He shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of secretary or as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

6.8 Treasurer. The Treasurer shall have the responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuables in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association and shall perform such other duties as the Board of Directors may prescribe.

If required by the Board of Directors, he shall give the Association a bond in such form, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Association in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Association.

6.9 Assistant Secretary. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

6.10 Assistant Treasurer. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

## ARTICLE VII.

### OBLIGATIONS OF THE OWNERS

7.1 Assessments. All Owners are obligated to pay the assessments imposed by the Association to meet all of the Common Expenses and other financial needs of the Subdivision Common Elements as determined by the Board of Directors, in accordance with the provisions of the Declaration.

7.2 Maintenance and Repair. An Owner shall timely reimburse the Association for any expenditure incurred in repairing or replacing any Common Element and facility damaged through his fault or by the fault of members of his household or his or their guests, agents, or lessees, and any repair of a Common Element resulting from a cause other than normal wear and tear as determined by the Board of Directors.

7.3 Use of Property - Internal Changes.

(a) All property shall be utilized for residential purposes only;

(b) An Owner shall not make structural modifications or alterations in his property, improvements or installations located therein without prior written consent of the Architectural Control Committee.

7.4 Use of Common Areas and Facilities. An Owner shall not place or cause to be placed on the General Common Elements any furniture, packages, or objects of any kind.

7.5 Rules and Regulations. The following Rules and Regulations are established for the mutual benefit, enjoyment, and comfort of Owners, their lessees, and guests. Owners are responsible for observance of these Rules and Regulations by the members of their household, their lessees, and their guests. The following Rules and Regulations shall be administered by the officers of the Association and their determination as to whether compliance exists thereto shall be final:

(a) Occupancy. The homes in the Subdivision shall be single family dwellings.

(b) Exterior Installations. Owners shall not install external equipment, modifications, decorations, signs, lighting, landscaping, or antennae and microwave dishes measuring more than 18" in diameter, or otherwise affect uniformity or aesthetics of the subdivision.



- (c) Negligence. Each Owner shall be liable for the expense of any maintenance, repair, or replacement made necessary by his negligent act or omission or by that of any member of his family or his or their guests, employees, agents, or lessees, but only to the extent such expense is not met by the proceeds of insurance carried by the Association. Such liability shall include any increase in fire insurance rates caused by misuse or abandonment of a dwelling or its appurtenances.
- (d) Attorney's Fees. Any proceeding by the Association arising because of an alleged failure of an Owner to comply with the terms of the Subdivision restrictions, bylaws, or these Regulations, and as such documents are amended, shall entitle the Association to receive reasonable attorney's fees and court costs as may be awarded by the court.
- (e) Pets. Except for household pets, no animals, livestock, or poultry or any kind shall be raised, bred, or kept on any lot without the express written consent of the Board of Directors. The following Rules, in addition to any other hereafter made by the Association, shall apply to the keeping of pets:
- (1) No pets shall be allowed in the Common Elements or facilities unless on a leash held by the pet's owner or his agent;
  - (2) No dog, cat, bird, or other pet shall be kept by an Owner which pet makes such noise or disturbances by barking or otherwise which unreasonably disturbs other Owners;
  - (3) No dangerous or savage animals shall be kept;
  - (4) No animals shall be allowed in the swimming pool or in the immediate area thereof;
  - (5) No pet shall be allowed unless the Owner or his agent shall take that care and use such restraint so as to prevent that pet from being obnoxious and each Owner or his agent shall immediately clean up and properly dispose of any messes or droppings left by his pet on any part of the Common Elements; and
  - (6) The Association shall have the power and right to enforce these provisions by levying fines and assessments for violations thereof. It is agreed that this provision is for the mutual benefit of all Owners.
- (f) Vehicles. Vehicles not in operating condition shall not be parked in the subdivision.
- (g) Fire Hazard. No items which may create a fire hazard shall be kept or used on the Common Elements and facilities.

- (h) Litter. All litter in the Common Elements and facilities shall be placed in trash receptacles. All users of the Common Elements and facilities will clean up whatsoever Common Elements and facilities they use.
- (i) Guests. Residents shall be strictly responsible for the actions of their guests and their compliance with the Rules and Regulations.

The forgoing Rules and Regulations may be withdrawn, modified or supplemented by an affirmative vote of a majority of the Directors at a regular or special meeting. Additional administrative Rules and Regulations may be promulgated by the affirmative vote of a majority of the Directors at a regular meeting or a special meeting. Such administrative Rules and Regulations shall not take effect until thirty (30) days after such adoption and notice to the Owners by such reasonable means that the Board of Directors may provide.

## ARTICLE VIII.

### MISCELLANEOUS

8.1 Amendment to Bylaws. These bylaws may be amended by the Association in a duly constituted meeting for such purpose and no amendment shall take effect unless approved by a majority of the Owners.

8.2 Fiscal Year. The fiscal year of the Association shall be the calendar year, unless the Board of Directors otherwise provides.

8.3 Corporate Seal. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. Said seal may, but need not, be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

8.4 Construction. In the event these bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling.