

Weathersfield

Service

Group VI

BYLAWS OF THE HOMEOWNERS ASSOCIATION

Version 2.0

November 2008

WEATHERSFIELD SERVICE GROUP VI, Inc

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**Weathersfield Service Group VI, Inc.
Farrington Village, Pittsboro,
North Carolina, 27312.**

These Bylaws supersede and replace the November 2007 edition. They were amended to remove Article I, section 2 on page three in its entirety. They became effective on November 1, 2008 upon enactment of a vote of the membership according to Article XIII of the original bylaws.

Article I

NAME

The name of this Association shall be Weathersfield Service Group VI, Inc. and will herein be referred to as WSG VI.

OFFICES

Section 1. Principal Office.

The principal office of the Association shall be in Chatham County, North Carolina.

Article II

PURPOSE

The purpose of these Bylaws is to provide rules of order for the governance of WSG VI. In addition to acquainting themselves owners are obligated to acquaint any tenants they may have with these Bylaws.

Article III

MEMBERSHIP

WSG VI consists of 104 owners. Each unit may cast one vote at membership meetings.

Article IV

DEFINITIONS

Section 1. "WSG VI" shall mean and refer to WEATHERSFIELD SERVICE GROUP VI, INC., a non-profit corporation organized under the laws of North Carolina, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration as Farrington Village Section VI, and such additions thereto as may thereafter be brought within the jurisdiction of WSG VI or this Declaration.

Section 3. "Common Area" shall mean all real property owned or leased by WSG VI for the common use and enjoyment of the owners.

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 a fee simple title to any lot which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" and "Corporation" shall mean and refer to Fitch Creations, Inc. and its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Restrictive Covenants applicable to the Properties recorded in the office of the Register of Deeds of Chatham County, North Carolina in Book 544, Page 190 and additions thereto.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Article V

MEETING OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the members shall be held on one of the first seven days of each November, at a time and place announced to the membership in accordance with Section 3 of this Article V.

Section 2. Special Meetings. Special meetings of the members shall be called at any time by the President or by the Board of Directors, or upon written request of ten (10) members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, or by hand delivery at least thirty (30) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of WSG VI, or supplied by such member to WSG VI 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, and of proxies entitled to cast, one-third (1/3) 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

without notice or other 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 if a member decides to attend the meeting and shall automatically expire when a member sells his/her property.

Article VI

BOARD OF DIRECTORS

Section 1. Number. A board of five (5) directors who shall be members of WSG VI shall manage the affairs of WSG VI.

Section 2. Terms of Office. At each annual meeting the members shall elect directors for two-year terms to replace those whose terms are expiring. A Director may be nominated and elected at an Annual meeting to serve one additional two-year term. After serving two consecutive two-year terms, a Director is ineligible to serve on the board for at least one year. The terms of such newly elected Directors shall begin at the first meeting following the Annual Meeting.

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

Section 4. Compensation. No Director shall receive compensation for any service he or she may render to the Service Group. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in lieu of a Board meeting by obtaining written approval of all the Directors. Approval is acceptable using e-mail or fax responses from each director. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The Secretary shall keep a hard copy of any such action on file.

Article VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations for the 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 Chairperson shall be appointed by the Board of Directors. The Chairperson, who shall be a member of the Board, shall appoint two (2) additional members to the committee from the membership of WSG VI. The Board shall

confirm the committee membership six (6) weeks prior to the Annual Meeting of the members. Its composition shall reflect to the fullest extent possible the demographic distribution of the members. The Nominating Committee shall make as many nominations from among members 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. The Nominating Committee will be governed by the rules detailed in Article XI of these By-Laws, as well as by this Article VII, except that if there is any difference between this Article VII and Article XI, the provisions of Article VII shall govern.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VIII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than once every two (2) months, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Service Group, or by any two Directors, after not less than three (3) 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 an act of the Board.

Article IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors is empowered to:

- a) Adopt and publish rules and regulations governing the use of Common Areas and facilities, the personal conduct of the members and their guests thereon, and penalties for the infraction thereof.
- b) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by WSG VI. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

- c) Exercise WSG VI all powers, duties, and authority vested in or delegated to WSG VI and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.
- d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors.
- e) Employ a manager, an independent contractor, or such other employees as the Board may deem necessary, and to prescribe their duties.
- f) As provided in Section 47F-3-102 of the Planned Community Act, after notice and opportunity to be heard, impose reasonable fines or suspend privileges or services provided by WSG VI (except rights to access to lots) for reasonable periods for violations of the Declarations, Bylaws, and rules and regulations of WSG VI.

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

- a) Keep a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting, 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 WSG VI, 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 not later than November thirtieth (30th) of each year.
 2. Send written notice of each assessment to every owner subject thereto not later than November thirtieth (30th) of each year.
 3. Foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the Owner personally obligated to pay same.
- d) 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 WSG VI.
- f) Ensure that all officers, agents or employees having fiscal responsibilities be bonded, as it may deem appropriate.
- g) Maintain the common area.

Article X

OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of WSG VI shall be a President and Vice President, who shall at all times be members of the Board of Directors; a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting.

Section 3. Term of Office. The officers of WSG VI shall be elected annually by the Board, and each shall hold office for one (1) year unless he or she shall resign, or be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of WSG VI 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 5. Resignation and Removal. The Board may remove any Officer from office with or without cause. 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 6. 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 he or she replaces.

Section 7. Multiple Offices. The same person may hold the offices of Secretary and Treasurer. 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 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- a) President. The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; including the signing of all leases, mortgages, deeds and other written instruments.
- b) Vice President. The Vice President shall act in the place of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
- c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; post copies of the minutes for member review; keep the Corporate Seal of WSG VI and affix it on all papers requiring said Seal, serve notice of meetings of the Board and of the members; and shall perform such duties as required by the Board.
- d) Treasurer. The Treasurer shall be responsible for oversight of the financial matters including review and appraisal of the financial statements and documents provided by the management company, and will assist the management company in the preparation of the Annual Budget. The Treasurer will also provide advice to the Board on financial matters, and the financial implications of all other Board initiatives.

Article XI

COMMITTEES

Section 1. Appointment of Committees. The Board of Directors shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board shall appoint other ad hoc committees as deemed appropriate in carrying out its purpose.

Section 2. Standing Committees. The Standing Committees shall be as follows:

- a. Nominating Committee
- b. Lot Appearance
- c. Grounds Maintenance Committee
- d. Building and Street Maintenance Committee
- e. Insurance Committee
- f. Architectural Committee
- g. Utilities Committee

Section 3. Committee Membership.

- a. Each committee shall have a minimum of three (3) members.
- b. The Chairperson of each Standing Committee shall be either a member of the Board or an officer, will be appointed by the Board, and will serve at the pleasure of the Board as described in Article VII, Section 1 of these Bylaws.
- c. Board members may also create other ad hoc committees to facilitate the work of the Board. Board members may chair the ad hoc committees, or may designate another WSG VI member as chairperson.
- d. Committee members, other than the Chairperson, will be selected from the membership of WSG VI by the Chairperson of each committee, and confirmed by the Board, and serve at the pleasure of the Board.
- e. The President of WSG VI may be a member ex-officio of all committees.

Section 4. Duties of the Committees

- a. The Nominating Committee. The duties of the Nominating Committee are set forth in Article VII, Section 1.
- b. Lot Appearance Committee. This committee is responsible for overseeing the maintenance of members' lots.
- c. Grounds Maintenance Committee. This committee is responsible for overseeing the maintenance of common grounds, including cleanup of common areas, additional and replacement plantings, and tree and debris removal.
- d. Building and Street Maintenance Committee. This committee is responsible for 1) exterior maintenance of townhouses (excluding glass surfaces); 2) maintenance of garages; 3) termite protection services; and 4) maintenance of sidewalks, parking areas, and driveways within the common areas owned by the Service Group.
- e. Insurance Committee. This committee is responsible for administration of the WSG VI insurance program, which provides, in accordance with the Declaration of Covenants and Restrictions, for full cost replacement

coverage on all improvements on WSG VI properties except for owners personal property, liability coverage on all common properties, and Directors and Officers liability coverage.

- f. Architectural Committee. This committee is responsible for considering the approval of any exterior changes or alterations to any owner's home and other architectural control matters as set forth in Article V of the Weathersfield Declaration of Covenants and Restrictions.
- g. Utilities Committee. This committee is responsible for the administration and periodic review of utility services in WSG VI which include:
 - Trash pick-up, waste and recyclable items;
 - Water service, including common area system;
 - Electric street lighting;
 - Storm water drainage system
 - Gas distribution system;
 - Electric distribution system;
 - Telephone distribution system;
 - Cable distribution system;
 - Sanitary sewer system;
 - Other services that may occur;
 to keep the residents up-to-date as to maintenance required to enable WSG VI to have reliable utilities.

The duties of each committee may be modified as deemed appropriate by the Board of Directors.

Article XII

ASSESSMENTS

Section 1. Financial Report. At each regular annual meeting of the members, the Board of Directors shall present a budget and an estimate of the assessment for the succeeding calendar year together with a statement of income received and expenditures incurred by WSG VI in the current year up to the date of said annual meeting, and shall make available a copy of such budget, assessment estimate, and statement to the members.

Section 2. Delinquent Payments. As more fully provided in the Declaration, each member is obligated to pay to WSG VI annual and special assessments that are secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within ninety (90) days after due date, the assessment shall bear interest from the date of delinquency at the highest legally-permissible rate, and WSG VI may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his Lot.

Section 3. Audit. Effective January 2008, the WSG VI Board will request an independent certified audit of the Financial Books of WSG VI during that calendar year. An outside certified audit shall be commissioned every five (5) years thereafter.

Article XIII

DISSOLUTION

WSG VI may be dissolved with assent given in writing and signed by not less than two thirds (2/3) of each class of members. Upon dissolution of WSG VI other than incident to a merger or consolidation, the assets of WSG VI shall be dedicated to an appropriate public agency to be used for purposes similar to those for which WSG VI was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

Article XIV

CORPORATE SEAL

WSG VI shall have a Corporate Seal in circular form having within its circumference the words: WEATHERSFIELD SERVICE GROUP VI, INC.

Article XV

AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the members, by vote of majority of voting members present in person or by proxy, by a vote of members to which at least a majority of the votes of WSG VI are allocated, provided at least ten (10) days advance written notice of the proposed amendment shall be given the members.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Article XVI

RESPONSIBILITY OF OWNERS

Owners shall have the obligation to acquaint their tenants with these Bylaws and with the Declaration and Articles of Incorporation, and shall be responsible for full compliance by their tenants with said covenants.

Article XVII

MISCELLANEOUS:

The fiscal year and also the annual assessment period of WSG VI shall begin on the first day of January and end on the 31st day of December of every year.

Article XVIII**RESERVE FUNDS**

Section 1. Fund and Purpose. On January 1, 1992 a reserve account for the purpose of funding 1) major maintenance, and 2) repairs of buildings and roads was established by the WSG VI Board and owners. None of the monies deposited in this account shall be used for purposes other than those stated in this section.

Section 2. Source of Monies. Beginning January 1, 1992, that portion of monies collected from assessments and allocated by the Board to the reserve account shall be deposited to a separate account earmarked as "Reserve Fund."

Section 3. Authority to Invest. The Board shall have the authority to invest and reinvest monies in the Reserve Fund account and to take all actions necessary and proper in connection therewith.

Section 4. Investment Policy.

- a) The investment policy of the Board shall reflect the objectives of safety, liquidity, and income return.
- b) The only authorized investments for monies in the reserve account are:
 1. Deposits in commercial banks or savings and loan associations backed by FDIC or FSLIC; such deposits to be available on demand and the total investment in each institution at any time not to exceed the limits of FDIC or FSLIC insurance.
 2. Certificates of Deposits backed by FDIC or FSLIC having maturities of not more than twenty-four (24) months.
 3. Securities representing the direct obligations of the U.S. Government and having maturities of not more than twenty-four (24) months. Such securities may be either owned directly or as a participation in a mutual fund acceptable to the board.

Section 5. Investment Counsel.

- a) The Board at its discretion shall appoint and request a Finance Committee or a retained professional investment advisor or both to maintain oversight of the authorized investments from monies in the reserve account.
- b) The Finance Committee shall have three (3) members with the Treasurer of WSG VI as Chairperson. The two (2) remaining members shall be non-Board members appointed by the Board for one (1) year terms.
- c) If an investment advisor is retained he/she should be particularly knowledgeable in the investment areas authorized in Section 4b of this Article.

The function of the Finance Committee and/or advisor with regard to the investments for monies in the reserve account is to provide the Board with counsel; decision responsibility rests with the Board.

Section 6. Reserve Fund Report. Members of WSG VI shall be advised in writing of the following, not more than sixty (60) days and not less than thirty (30) days prior to each Annual Meeting:

- a. Any significant adjustments to the assumptions used to manage the reserve account such as useful life, replacement costs, interest rates and inflation factors.
- b. That part of the annual assessment to be allocated to the reserve account for the next calendar year.
- c. The status of the reserve account, including but not limited to information such as total monies in the account, rate of return, list of investments and expenditures with purpose of each.

Article XIX

PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws, all meetings of WSG VI and the Board shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised.

IN WITNESS WHEREOF, we, being all of the Directors of WSG VI Board, have hereunto set our hands this _____day of _____, 200_.

(signed)

Robert Watkins, President_____

John McLaughlin, Vice President_____

Doris Flexner, Director_____

Liam Daly, Director_____

Robert Leopold, Director_____