

Original To: *Cindy Stampe*



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FORSYTH CO, NC FEE \$26.00
PRESENTED & RECORDED:

07-15-2020 11:57:43 AM

LYNNE JOHNSON
REGISTER OF DEEDS
BY: EVELYN R. DIXON

DPTY

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BY-LAWS

OF

STONEWOOD HOME OWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Stonewood Home Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at Forsyth County, Winston-Salem, North Carolina, but meetings of members and directors may be held at such places within the State of North Carolina, County of Forsyth, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Stonewood Home Owners 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 hereinafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property including improvements thereto owned by the Association for the common use and enjoyment of the Owners.

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

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 which is a part of the Properties, including contract sellers, but excluding those having such interest as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to its successors and assigns if such successors or assigns

Section 7. "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 Forsyth County, North Carolina.

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

ARTICLE III

MEMBERSHIP AND PROPERTY RIGHTS

Section 1. Membership. Every Owner of a Lot which is subject to assessments shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the Members shall be as provided by the Declaration.

Section 2. Property Rights. Each Member shall be entitled to the use and enjoyment of the facilities as provided in the Declaration. Any Member may delegate his rights of enjoyment of the Common Area and facilities to the members of his family, his tenants, or contract purchasers who reside on the property. Such Member shall notify the secretary of the Association in writing of the name of the delegate. The rights and privileges of such delegates are subject to suspension to the same extent as those of the Member.

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 on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or 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 of the Class A membership.

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, postage prepaid, at least 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. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have 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 be represented. *over*

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 five (5) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the Members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the Members shall elect a director or directors for a term of three years to succeed that director or directors whose term or terms is then expiring.

Section 3. Removal. Any director may be removed from 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 successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting 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 Chairman, 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 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 may be made from among Members or non-members.

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 VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, or at such other periodic intervals as may be established by the Board of Directors from time to time, without notice, 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 which is not a legal holiday.

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 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 the act of the Board.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members, and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to the use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment, dues or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these By-Laws, 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 from three (3) consecutive regular meetings of the Board of Directors;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) employ attorneys to represent the Association when deemed necessary.

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 any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents, and employees of this Association, and to 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 assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner 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 insurance covering the Association, its directors, officers, agents and employees and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Area to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association 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 of the Members.

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

Section 4. 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 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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 replaces.

Section 7. Duties. The duties of the officers are as follows:

President

(a) 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 co-sign all checks and promissory notes.

Vice-President

(b) the vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) the secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) 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 books to be made by a public accountant at the completion of each fiscal year; and

shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Section 8. Multiple Offices. The offices of Secretary and Treasurer may 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 4 of this Article.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or officer or former officer or Director of the Association against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE XI

COMMITTEES

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

ARTICLE XII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIII

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 the rate of twelve percent

(12%) 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 interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessments. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XIV

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Stonewood Home Owners Association, Inc. North Carolina.

ARTICLE XV

AMENDMENTS

Section 1. ~~These By-Laws 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, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.~~

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

ARTICLE XVI

MISCELLANEOUS

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

IN WITNESS WHEREOF, we, being all of the directors of the Stonewood Home Owners Association, Inc., have hereunto set our hands this _____ day of _____, 19____.

Addendum: Stonewood Homeowner's Association By-Laws

Stonewood Homeowner's Association – By-Laws Ratified – July 23, 2018

The Stonewood Homeowner's Association By-Laws were ratified by a vote of members in attendance at a Special Meeting held on Monday, July 23, 2018. This meeting was held at Forsyth Technical Community College, Robert L. Strickland Center, Conference Room - "Rhoades B", 1615 Miller Street, Winston-Salem, NC 27103. (See attached copy of the SHA Special Meeting Minutes – July 23, 2018)

President, Stonewood Homeowner's Association

Date

Kimberly Bokhoven

Vice President, Stonewood Homeowner's Association

Date

Cindy Stampe

Secretary, Stonewood Homeowner's Association

Date

Cheryl Jeffries

Cheryl Jeffries

July 14, 2020

BOD, Stonewood Homeowner's Association

Date

Print Name

Notary Public Certification

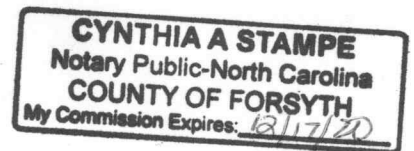
State of North Carolina County of Forsyth

I, Cynthia A. Stampe, a notary public for said State and County, do hereby certify that Cheryl Jeffries personally appeared before me this date and acknowledged the due execution of this form.

Witness my hand and official seal this the 14th day of July, 2020

Signature of Notary Cynthia A. Stampe

My commission expires 12/17/20



Addendum: Stonewood Homeowner's Association By-Laws

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Kimberley Bokhoven
President, Stonewood Homeowner's Association

7-15-2020
Date

Kimberly Bokhoven

Vice President, Stonewood Homeowner's Association

Date

Cindy Stampe

Secretary, Stonewood Homeowner's Association

Date

Cheryl Jeffries

BOD, Stonewood Homeowner's Association

Date

Print Name

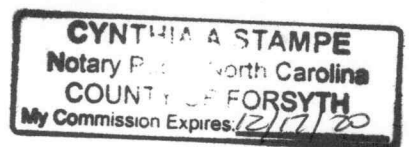
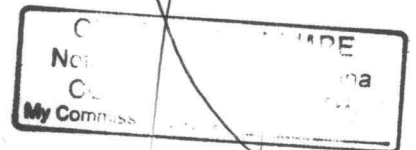
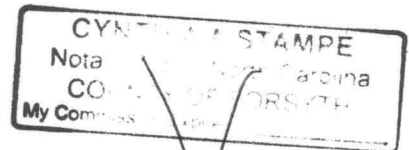
Notary Public Certification

State of North Carolina County of Forsyth
I, Cynthia A. Stampe, a notary public for said State and
County, do hereby certify that Kimberley Bokhoven personally
appeared before me this date and acknowledged the due execution of this form.

Witness my hand and official seal this the 15th day of July, 2020

Signature of Notary Cynthia A. Stampe

My commission expires 12/17/20



Addendum: Stonewood Homeowner's Association By-Laws

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President, Stonewood Homeowner's Association

Date

Kimberly Bokhoven

7/15/20

Date

Vice President, Stonewood Homeowner's Association

Cindy Stampe

Cindy Stampe

Secretary, Stonewood Homeowner's Association

Date

Cheryl Jeffries

BOD, Stonewood Homeowner's Association

Date

Print Name

Notary Public Certification

State of NC County of Forsyth
I, Amy-Ruth Hallett, a notary public for said State and
County, do hereby certify that Cynthia Anne Stampe personally
appeared before me this date and acknowledged the due execution of this form.

Witness my hand and official seal this the 15 day of July, 2020

Signature of Notary Amy Ruth Hallett

My commission expires 26 March 2023



Exhibit

Stonewood Homeowner's Association Special Meeting Minutes July 23, 2018

Attendees: Catherine Singletary, SHA Board Member, Cheryl Jeffries, SHA Board Member, Kim Bokhaven, SHA Board Member Pat Messick, Owner Messick Properties, Zack Lancaster, Staff Messick Properties and *see attached sign in sheet of homeowner's who were in attendance.*

Call to Order: The Special Meeting of the Stonewood Homeowner's Association (SHA) was called to order by Catherine Singletary at 7:37 pm on July 23, 2018 and held at the Forsyth Technical Community College, Robert L. Strickland Center, Conference Room - "Rhoades B", 1615 Miller Street, Winston-Salem, NC 27103.

This Special meeting was requested by the members of the association to conduct two special items of business for the association.

- 1) To ratify the SHA by-laws by the association members
- 2) To nominate and elect new directors to fill any vacancies on the SHA Board of Directors, such directors to fill any remaining terms of any such vacancies.

New Business:

Motion presented by Sean Bokhaven - To ratify the current SHA By-Laws.

- Motion Seconded – Bill Oakley,
- Discussion: Tom Brown question raised requesting clarification about the necessity of the ratification process?
- Vote: 34 = Yes, 0 No
- Motion is affirmed

Subsequently, at 7:50 pm, Catherine Singletary announces that she is resigning her appointed position to the BOD tonight effective immediately and in doing so with an interest in being presented as a nominee for the elections of Board members this evening. Following her resignation announcement, she turned the meeting over to Sean Bokhaven to facilitate the nomination and election process to fill vacant BOD positions.

It was discussed, that Messick Properties staff is present to assist in the Special Meeting. (i.e. sign in members on the attendance roster, collect proxies, collect and record voting ballots which will be counted by three (3) SHA members – Tammy Messick, Steve Jackson and Linda Wall.

Ballots were distributed, it was noted that Cheryl Jeffries' name should show a strike through on the election ballot, because she was appointed to the SHA BOD effective on July 6, 2018 by the outgoing BOD.

Messick Properties distributed the ballots to SHA members. Sean Bokhaven read off the names of the nominees to include: Joan Econ (unable to be present at the meeting), Catherine Singletary, and Corey Smith and asked if there were any additional nominations for the floor. No nominations were presented from the floor.

Votes were then submitted by in writing by secret ballot. Ballots were collected Messick staff and counted by SHA members: Tammy Merritt, Steve Jackson and Linda Wall.

Election was affirmed by majority vote for new BOD members to be effective immediately and includes: Joan Econ, Catherine Singletary and Corey Smith.

- Total 54 Votes =(34 attendees + 20 proxy votes) = 54 = Yes, 0 = No

Each of the three (3) candidates were asked to introduce themselves and to state their qualifications and interest /willingness in serving on the SHA BOD.

Financial Report:

Messick Properties provided a six month (Jan – June 2018) summary and balance sheet attached to the Special Meeting Agenda *see attached*.

Question was raised about the SHA checking account signature of file. Catherine Singletary reported that she has contacted BB& T, Stratford Rd location and will provide copy of Special meeting minutes to confirm new Board members which is required by BB & T before they will authorize changes to the signature on file for the designated SHA BOD members who will manage to the SHA checking account.

CPA's Audit Report:

Reported by Pat Messick – Her most recent conversation with the CPA confirmed that the Audit conducted by W. Bennett Bruff, CPA -Turlington and Company, LLC remains incomplete at this time, pending some additional documents to be received that were previously requested of the former BOD members.

Messick Properties – Online Payment Portal – is active and available for SHA members to pay monthly dues by 1st day of each month.

Request for any additional questions/ discussion.

Motion to Adjourn – Bill Oakley

- Motion Seconded - Kim Bokhaven
- Meeting Adjourned at 8:35 pm

Respectfully Submitted,

Cheryl Jeffries, Board Member (term expires 06/30/19)