

BYLAWS
OF
STURNBRIDGE RACQUET CLUB, INC.
A Nonprofit Corporation

ARTICLE I.

OFFICES

SECTION 1. PRINCIPAL OFFICE. The Principal Office of Corporation shall be located at the home of the current President of the Association with the mailing address permanently being P.O. Box 472954, Charlotte, N.C. 28247.

SECTION 2. REGISTERED OFFICE. The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

SECTION 3. OTHER OFFICES. The corporation may have offices at such other places either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II.

DEFINITIONS

SECTION 1. "Association" shall mean and refer to Sturnbridge Racquet Club, Inc., operating as the Sturnbridge Neighborhood Association.

SECTION 2. "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, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 3. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Condition, and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 4. "Amenity Area" shall mean all real property (including the improvements thereto) which will be or has been conveyed to the Association for the common use and enjoyment of Owners.

SECTION 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Amenity Area.

SECTION 6. "Declarant" shall mean and refer to WHITNER FARMS, INC., its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development and if the obligations of the Declarant are expressly assumed by such successors and 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 Mecklenburg County Public Registry.

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

ARTICLE III.

MEMBERSHIP AND VOTING RIGHTS.

SECTION 1. MEMBERSHIP. Every owner shall be a member of the Association or shall be entitled to become a member thereof. Prior to conveyance of the Amenity Area to the Association (as provided in the Declaration), a membership shall be automatic and shall be appurtenant to and may not be separated from ownership of any Lot. Subsequent to said conveyance, the Owner of any Lot may elect to terminate membership in the Association by notice in writing to the Board of Directors of the Association. Thereafter, a subsequent Owner or contract purchaser of said Lot may acquire membership by notice in writing to the Board of Directors requesting admission and expressing a willingness to assume the obligations associated with membership, including payment of entrance fees and assessments, if any, as provided in the Declaration.

SECTION 2. VOTING CLASSES. The association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owner-Members, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a Lot for which a membership is held, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. Class B member shall be the Declarant, who shall be entitled to a total number of votes equal to the total number of votes of all Class A members plus one, so that the Declarant will have a number of votes which shall constitute a majority of the total votes of all members of the Association. The Class B membership shall cease and terminate and be converted to Class A membership when Declarant owns less than 18 Lots in the entire subdivision.

ARTICLE IV.

MEETING 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 will be held on the third Saturday of September of each year thereafter.

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 of 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, not less than 10 days nor more than 90 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

SECTION 4. QUORUM. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-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 Bylaws. If, however, 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.

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.

SECTION 6. CONDUCT OF MEETING. The directors may make such regulations as they deem advisable for any meeting of the members, including proof of membership in the Association, and evidence of the right to vote. Such regulations shall be binding upon the association and its members.

ARTICLE V.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board of 10 directors, who will be members of the Association.

SECTION 2. TERM OF OFFICE. At the first annual meeting the members shall elect five (5) directors for a term of one year and five (5) directors for a term of two (2) years; and at each annual meeting thereafter the members shall elect five (5) directors for a term of two (2) years.

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 verbal approval of the majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

SECTION 6. ELECTION. Directors shall be elected by the members entitled to vote for directors at the first annual meeting and each subsequent annual meeting of the members. Election of directors shall be by ballot. 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. Cumulative voting is not permitted.

SECTION 7. REPRESENTATION. The Board of Directors shall consist of one resident from Winburn, four residents from Meadowridge (including Connor Blvd. and Trimmings Ct.), one resident from Chapel Creek Ct., one resident from All Satins Lane-Pendock Ct., one resident from Ivygate, and two at large members.

SECTION 8. OFFICERS. The Board of Directors shall elect from their membership a President, Vice-President, Secretary and Treasurer who shall hold the office for one year.

SECTION 9. NOMINATIONS. Nominations for the Board of Directors are to be made by a committee appointed by the President or may be made from the floor at the Annual Meeting.

ARTICLE VI.

MEETING OF DIRECTORS.

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held with notice given in the Scoop each month as to such time and place as may be fixed from time to time by resolution of the Board; provided, however, that said Board shall meet at least once a month. The Board may provide by resolution the time and place for the holding of regular meetings of the Board.

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 (6) 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 VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

SECTION 1. POWERS. The Board of Directors shall have the power to:

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

(b) suspend the voting rights and right to 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 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 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 from three (3) consecutive regular meetings of the Board of Directors; and

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

SECTION 2. DUTIES. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the 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 for which a membership in the association is held at least thirty (30) days in advance of each annual assessment period;

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

(3) bring an action at law against the Owner-Member personally obligated to pay any assessment which is not paid within thirty (30) days after the due date.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(g) cause the Amenity Area to be maintained, after conveyance of the Amenity Area to the Association by the Declarant as provided in the Declaration.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICES. The officers of this Association shall be a President, Vice-President, Secretary, 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 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 replaced.

SECTION 7. MULTIPLE OFFICES. Any two or more offices may be held by the same person, except the offices of president and secretary.

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; 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.

(b) Vice-President. 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.

(c) Secretary. 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 of the Association together with the addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive the 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 a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX.

COMMITTEES

SECTION 1. STANDING COMMITTEES. The standing committees shall be:

- (a) Beautification
- (b) Social
- (c) Communications
- (d) Membership
- (e) Welcoming
- (f) Architectural Control

SECTION 2. BEAUTIFICATION COMMITTEE. The Beautification Committee shall attend to the maintenance and improvement of the island areas, the entrance-ways, of the subdivision, and the park.

SECTION 3. SOCIAL COMMITTEE. The Social Committee shall coordinate and supervise entertainments, social functions, and recreational activities.

SECTION 4. COMMUNICATIONS COMMITTEE. The Communications Committee shall be in charge of all public relations, including the preparation and distribution of a newsletter.

SECTION 5. MEMBERSHIP COMMITTEE. The Membership Committee shall be charged with the collection of dues, the distribution of an information packet about the Association to new families, and the preparation of a directory.

SECTION 6. WELCOMING COMMITTEE. The Welcoming Committee shall greet each new family of the Sturnbridge Subdivision and present them with a welcoming basket.

SECTION 7. ARCHITECTURAL CONTROL COMMITTEE. The Architectural Control Committee shall exist for the purpose of providing harmony of design and color within the neighborhood. It will operate according to the following guidelines:

(a) ARCHITECTURAL CONTROL. No buildings, fence, wall, or other structure shall be commenced, erected or maintained upon the properties, nor shall any exterior addition to or change or alteration therein (including change of color) be made until the plans and specifications showing the nature, kind, shape, height, materials, and location of the same shall be have submitted to and approved by the Architectural Control Committee as to harmony of external design and color with existing structures and as to location in relation to surrounding structures and topography, as stated in deed restrictions.

(b) MEMBERSHIP. The Architectural Control Committee shall be represented by two (2) appointed Board members with all Board members having voting privileges.

(c) PROCEDURE. The Board meets the second Tuesday of each month. All Architectural Control changes should be submitted in advance allowing ample time for the Board to meet and discuss such changes. The Board's approval or disapproval as required in the deed covenants shall be in writing. In the event the Board fails to approve or disapprove within thirty (30) days after plans and specifications have been submitted to it, approval will not be required and the related covenants shall be deemed to have been fully complied with; however, in the event the Board is not notified or requested in writing to approve any items recited in the restrictions, then the Board may institute suit to enjoin and remove any building, wall, garage, out-building or other structure located on the properties or to require the modification, alteration or repainting of said structures; and further, the Board may utilize any other legal or equitable remedy available to protect against such violations; provided, however, that failure to institute legal action shall not constitute waiver of any legal or equitable remedy. The Board reserves the right to collect from said owner reasonable costs and attorney's fees associated with any such action. An Architectural Change Form should be obtained from the Architectural Control Committee from the purpose of submitting changes for approval.

(d) GUIDELINES. The following are guidelines to use when considering architectural changes. ALL CHANGES MUST STILL BE SUBMITTED TO THE COMMITTEE.

(1) FENCING.

- Wood construction only (rail, picket, split rail with wire mesh backing if desired).
- Four (4) foot maximum height.
- Boundaries:
 - Side fencing not to exceed front line of house.
 - Enclosed fencing not to exceed rear line of house.

(2) OUTBUILDINGS.

- Wood or brick construction only.
- Painted or stained to match dwelling.
- No metal outbuildings.

(3) SWIMMING POOLS.

-No above ground swimming pools.

(4) SATELLITE DISHES AND TOWERS.

-No satellite dishes, radio, or TV towers shall be erected.

(5) CITY AND COUNTY ORDINANCES.

-All architectural changes to homes in Sturnbridge Subdivision must conform to city and county ordinances.

SECTION 8. COMMITTEE DUTIES. The duties and powers assigned in these By-Laws to the Standing Committees shall be subject to the authority of the Board of Directors.

SECTION 9. FUND RAISING. Any and all fund-raising activities must have the prior approval of the Board of Directors.

SECTION 10. ACTIVITY REPORTING. Each chairperson or their designee shall report monthly to the Board of Directors. Chairpersons or individuals in charge of activities shall file a project report to the Board to be kept in the Project Report Book maintained by the Vice-President.

ARTICLE X.

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 Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI.

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments. 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 6 percent per annum, and the Association may bring an action at law against the Owner-Member personally obligated to pay the same and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No

Owner-Member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Amenity Area or abandonment of his Lot.

ARTICLE XII.

GENERAL PROVISIONS

SECTION 1. AMENDMENTS. The Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Association shall have the right to veto amendments while there is Class B membership.

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

SECTION 3. SEAL. The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL.

SECTION 4. FISCAL YEAR. The fiscal year of the corporation shall be fixed by the Board of Directors.