
COUNTRY CREEK HOMEOWNERS ASSOCIATION BY-LAWS

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1. PURPOSE

The primary purpose and foremost consideration of the By-laws is the establishment of procedures for the orderly administration of the Declaration of Restrictive Covenants, Common Property and CCHOA business.

2. DEFINITIONS

2.01 CCHOA:

"Country Creek Homeowners Association, Inc.," the organization established by Articles of Incorporation and empowered by the Declaration of Restrictive Covenants.

2.02 Common Property:

Property owned by the CCHOA for the common use of its members. Common Property areas presently include: (1) all Country Creek roadways (nominally 40 feet wide) shown in the Referenced Plats, (2) the 5.65 acres between Zachary Ridge and Hillcreek Drive, (3) the 0.42 acre near the pump house, (4) the 0.29 acre pool and clubhouse area, and (5) the 2.57 acres bordering the creek by the entrance. A 0.72 acre parcel surrounding the pump house is the property of Woodfin Sanitary Water and Sewer district.

2.03 Country Creek:

The property identified as "The Village of Country Creek" in the plats referenced in the Declaration of Restrictive Covenants.

2.04 Developer:

Robert and Adele Blank, any member of the Blank family, the R. B. Miller Corp., or its successors or assigns.

2.05 Family Dwelling Unit:

Any Lot located within Country Creek on which a Single-Family Detached Dwelling unit has been constructed.

2.06 Lot:

Any platted parcel of land located within Country Creek, which is intended for use as, or is the site of a Single-Family Detached Dwelling.

2.07 Lot Owner:

Owner or owners as shown by the real estate records in the office of the Register of Deeds of Buncombe County, North Carolina, of fee simple title to any Lot located within Country Creek.

2.08 Road-bands:

The outer, unpaved portion of all roadways shown in the Referenced Plats, nominally 10 feet wide, (the paved portion of all Roadways is nominally 20 feet wide).

2.09 Single-Family Detached Dwelling:

A structure designed to be occupied by one (1) family and which is not attached to any other dwelling.

2.10 Voting Membership:

The Voting Membership consists of the owners of lots in Country Creek--one vote per Lot. A Voter Register shall be maintained by the Board of Directors in accordance with the By-laws.

3. BOARD OF DIRECTORS

3.01 Board Membership:

The Board of Directors shall consist of five CCHOA members who, by their election at the annual meeting (Paragraph 6.02), are authorized to manage the affairs of the CCHOA. A Board term is two years. Two terms begin and end on even-numbered years, three on odd-numbered years. A current Board member whose term expires upon serving two years or less may be nominated for a second consecutive term. No Board member may serve more than two consecutive terms but may be elected again after being off the Board for at least one year. Every new Board will decide the function of its members: President, Vice-President, Secretary, Treasurer or Member-At-Large. The newly elected Board shall take office on the first day of the month following the Annual Meeting, at which time the terms of the exiting members of the Board shall end.

3.02 President:

The President shall be the chief officer of the Board and shall perform such other duties as from time to time shall be necessary for the maintenance of the Common Properties and pertaining to any matter(s) which affects Country Creek. The President shall have the power to appoint committees, as they may be required from time to time, for matters that affect Country Creek.

3.03 Vice-President:

The Vice-President shall have such power and perform such duties as may be assigned by the President. In case of the absence or disability of the President, the Vice-President shall perform the duties of that office.

3.04 Secretary:

The Secretary shall keep the minutes of all proceedings of the Board and the minutes of special and yearly CCHOA meetings in books provided for that purpose. The Secretary shall have custody of such books and papers as the Board may direct; shall, in general, perform all the duties incident to the office of Secretary; and, subject to the control of the President, shall perform such other duties as may be assigned by the President.

3.05 Treasurer:

The Treasurer shall have the custody of all receipts, disbursements, funds and securities of the Association and shall perform all duties incident to the office of the Treasurer, subject to control of the President. Except as follows, all outgoing transactions shall be documented by an Expense Report signed by the Chair of the appropriate committee and a board member, or by two board members. Neither the Treasurer nor the payee shall approve an expense, except those regular payments to utilities made by bank draft, bank adjustments and internal transfers may be approved by the Treasurer alone. The Treasurer shall perform such other duties as may from time to time be assigned by the President.

3.06 Member-at-Large:

The Member-at-Large shall, at the direction of the Board president, serve as chairperson or member of ad hoc committees, serve as liaison between the Board and standing committees, and assume other assignments that arise from time to time.

3.07 Subordinate Officers:

The President, with the Board approval, may appoint such other officers and agents as the Board may deem necessary. These appointees shall hold office at the pleasure of the Board, and shall have such authority and perform such duties as may from time to time be prescribed by the President or the Board of Directors.

4. STANDING COMMITTEES

4.01 Maintenance Committee:

The Maintenance Committee is responsible for the maintenance of all CCHOA roads and Common Property areas except for the fenced in area containing the Pool and Clubhouse. This Committee is responsible for identifying maintenance needs, obtaining necessary maintenance services, and ensuring the good order of common property. Annually the Committee shall make an assessment of near-term and longer-term maintenance needs and establish a recommended priority for accomplishment. The Committee will establish the funding needs for on-going and near-term maintenance priorities and provide

a budget recommendation to the Treasurer as a part of the annual budgeting process. The Committee, subject to approval of the Board, is responsible for acquiring contracted services necessary for landscaping maintenance, snow removal and general upkeep/repairs. The Committee shall supervise such services and ensure they are performed within the approved budget. Non-routine maintenance requirements not contained within the budget shall be presented to the Board for approval. The Maintenance Committee shall consist of not less than three CCHOA members. The President, with Board approval, appoints the chairperson of the Maintenance Committee. The Chairperson is then responsible for obtaining the remaining committee members.

4.02 Pool and Clubhouse Committee:

The Pool and Clubhouse Committee is responsible for the administration of the pool, clubhouse and grounds within the fenced Pool area. This Committee is also responsible for the development of procedures for the orderly conduct and use of the Pool and Clubhouse and for the normal servicing of the pool and janitorial services of the Clubhouse. Pool and Clubhouse service responsibility includes obtaining contracted Pool and Clubhouse services and the monitoring of such services. The Committee will establish the funding needs for on-going and near-term maintenance priorities, assess annual funding needs, and provide a budget recommendation to the Treasurer as a part of the annual budgeting process. The committee shall ensure that the cost of all services, supplies and utilities are within the approved budget. Non-routine maintenance requirements not contained within the budget shall be presented to the Board for approval. Recommended Pool and Clubhouse rules will be presented to the Board for its consideration and incorporation into the Rules & Regulations document. Violations of such rules shall be referred to the Board for appropriate enforcement action. The President, with Board of Directors approval, appoints the chairperson of the Pool and Clubhouse Committee. The Chairperson is then responsible for obtaining additional committee members.

4.03 Architectural Committee:

The Architectural Committee is responsible for providing the Board the technical and administrative support needed to enforce and comply with the Architecture Control restrictions and rules in the Declaration of Restrictive Covenants and Rules & Regulations documents. The Architectural Committee shall maintain a file of color chips covering an acceptable range of colors for house exteriors. This Committee operates at the direction and request of the Board and shall be the principal advisory source for architectural considerations. This Committee may, from time to time, be requested to undertake special architectural related studies as an adjunct to the long-range planning function of the Board. The President, with approval of the Board, appoints the chairperson of the Architectural Committee. The chairperson selects additional members to assist in performing the duties of the

Committee. The Committee's action and response to formal requests shall be documented in accordance with Paragraph 5.09.

4.04 Finance Committee:

The Finance Committee is responsible for annually reviewing CCHOA insurance coverage to properly insure CCHOA assets against loss by theft, fire, or other perils and make recommendations for changes to such coverage as deemed necessary. The Committee will review the financial activity of the association semi-annually to insure that all expenditures were authorized in accordance with the By-laws and the annual budget. The review will assure that the financial books and records conform to reasonable accounting principles. The Committee will semi-annually provide a report to the Board as to its finding. The Finance Committee shall consist of not less than three CCHOA members. The President, with Board approval, appoints the chairperson of the Committee. The Chairperson is then responsible for obtaining the remaining committee members.

4.05 Road Committee:

The Road Committee is responsible for identifying road repair projects from local spot repairs up to and including major re-paving projects. The Committee is responsible for maintaining a record of all work done on Country Creek roads including records of contractors used, test boring data, specifications, drawings and records of work performed. When repairs are required, the Committee will obtain bids and the chairperson will present the project to the Board for approval. The committee will manage approved projects, make timely progress reports to the Board during the project and document the successful completion. Annually, the Committee shall make an assessment of near-term and long-term repair needs and establish a recommended priority for accomplishment along with the estimated cost. Given the need to maintain continuity and history, plus special knowledge required, it is expected that individuals will serve on this Committee for extended periods. Therefore, all routine maintenance tasks associated with roads and drainage, such as placing reflectors, plowing, cleaning or sealing minor cracks are the responsibility of the Maintenance Committee. The President, with Board approval, appoints the chairperson of the Road Committee. The chairperson is then responsible for obtaining the remaining committee members with a strong focus on developing several persons who can maintain long-term skill base and develop into suitable replacements for the chairperson.

5. BOARD AND COMMITTEE OPERATIONS

5.01 Restrictions:

The Board and Committee members shall not have any authority to approve any request, perform any function, take any action or commit the CCHOA to

any agreement which would be in violation of the Declaration of Restrictive Covenants, the Rules & Regulations document or these By-laws.

5.02 Voting:

Any action taken or decision made by the Board, or any Committee, shall be approved by a simple majority of the Board or Committee members, except when specified otherwise within the Declaration of Restrictive Covenants or these By-laws.

5.03 Vacancies:

Whenever a vacancy in the Board membership occurs, the remaining members of the Board shall have the power, by majority vote, to select a CCHOA member to serve the remaining term of the office vacated. Whenever a vacancy (other than the chairperson) occurs in a Committee, the chairperson shall have the power to select a member of the CCHOA to serve the remaining term of the vacated position. The President, with Board approval, shall select a replacement chairperson.

5.04 Proposed Budget:

At the Annual Meeting, Paragraph 6.02, the Board shall present the proposed next fiscal year budget and Monthly Assessment for approval by a majority vote of the CCHOA membership in accordance with Section 7. The Board shall not allow the actual total fiscal year expenses controlled by the approved budget to exceed the total approved expenses by more than 10% without prior approval by a simple majority vote in accordance with Section 7.

5.05 Financial Obligations:

The Board must approve all financial obligations for which the CCHOA will assume liability. The Board shall not commit the CCHOA to any financial obligation, which is not part of the approved fiscal year budget, Paragraph 5.04, or not authorized by a Special Assessment which has been approved in accordance with the Declaration of Restrictive Covenants.

5.06 Annual Financial Report:

The Board, after the close of the fiscal year, shall submit to the CCHOA members a report as to the condition of the Association and its property, and a financial account of transactions and budget status of the past fiscal year.

5.07 Communications:

Copies of Board and Committee minutes, budget reports, contractual agreements, and maintenance and repair plans shall be made available to CCHOA members upon request. The Board shall reply to all written correspondence, in a reasonable time, by email, text, paper hand delivered or by a letter sent via U.S. Mail.

5.08 Board Election:

Each year, at least two months before the Annual Meeting, a Nominating Committee shall be appointed by the Board to seek replacement candidates for those Board members with expiring terms. This committee will consist of three members: a chairperson selected by the Board, a CCHOA member selected by the chairperson and approved by the Board, and one member of the Board selected by the Board. At the annual CCHOA meeting (Paragraph 6.02), the Nominating Committee will present the list of candidates which, along with any nominations from the floor, will be voted on by the CCHOA membership to select persons to replace current Board members with expiring terms. Those candidates receiving a majority of votes from the Voting Membership represented at the meeting will fill the open seats on the Board of Directors; ties will be decided by a coin flip.

5.09 Member Request Documentation:

Any approved request must be documented and filed as an interpretation of governing document's restrictions, rules or regulations for consistency of future rulings. The documentation must include the request ruled upon, the restriction(s), rule(s) or regulation(s) imposed, its interpretation and date of ruling. Any request rejection based on a subjective judgment that is not appealed must also be added to the CCHOA Rules and Regulations document as a Board Resolution.

5.10 Subjective Restrictions, Rules or Regulations Enforcement:

Restrictions, rules or regulations which are subjective cannot be enforced in accordance with Paragraph 26.02 of the Declaration of Restrictive Covenants until a rule is enacted and placed in the CCHOA Rules & Regulations document by a resolution of the Board of Directors or vote of the CCHOA membership. The rule must define the specific conditions the CCHOA is going to impose that are being violated. The new rule and any defined penalties for violation shall apply to all Lot Owners not in compliance and may be enforced in accordance with Paragraphs 26.01, 26.02 and 26.03 of the Declaration of Restrictive Covenants.

6. CCHOA MEETINGS

6.01 Board and Committee Meetings:

The Board and Committees shall meet for the transaction of business at such places and times as may be designated by the President or the respective Committee Chairperson.

6.02 Annual Meeting:

There shall be an annual meeting of the members of the CCHOA within the first 15 days of March. The Board shall designate the time and place for this meeting. This meeting shall be for the election of Board members, voting on a new budget, and other business. Notice of the Annual meeting, stating the time, place and summary of purpose or purposes thereof, shall be sent by mail to the last known address of all members at least fourteen (14) days before the meeting.

6.03 Special Meetings:

Special meetings of the CCHOA members shall be held whenever called by the President, with the approval of the Board, or when requested by the holders of one-third (1/3) of the lots within Country Creek. The Board shall mail to the last known address of all members at least fourteen (14) days prior to a special meeting a notice of the meeting stating the time, place, and summary of purpose, or purposes.

6.04 The Conduct of Meetings:

The conduct of annual meetings and special meetings of the CCHOA membership shall be guided by the principles of *Robert's Rules of Order* and by the Community Associations Institute's Guide titled *Conducting Meetings*. The presence of a quorum shall be required for the proper conduct of CCHOA business and a quorum shall be defined as a majority of the voting membership, including valid proxies, present at the beginning of a meeting.

7. CCHOA VOTING

7.01 Methods:

Ballots with voting instructions may be distributed at a meeting scheduled for that purpose in accordance with Paragraphs 6.02 or 6.03, or mailed to each CCHOA member in accordance with Paragraph 9.01. The completed ballot may be submitted at a CCHOA meeting scheduled for that purpose in accordance with Paragraphs 6.02 or 6.03, or returned to the CCHOA via the U.S. Post Office in accordance with voting instructions. Only voting members (2.10) or their proxies (7.02) may vote on CCHOA issues. Voting by mail shall always be by ballot. Voting in membership meetings may be by voice or by a show of hands except that a ballot is required for votes on special assessments, changes to the monthly assessments, changes to the covenants, changes to the By-laws or upon request of an attending member.

7.02 Proxy:

Every Lot vote to be cast at a meeting may be cast either in person by a registered voter (Paragraph 7.03) or Proxy. The Proxy assignment form shall be in writing and should be filed with the CCHOA Secretary at least five days

before the scheduled voting day. The proxy form must identify whether the Proxy has unrestricted voting rights at the specified meeting, or only voting rights on specific identified subjects at the specified meeting. Blank proxy forms may be obtained from the CCHOA Secretary.

7.03 Voter Register:

The Board shall maintain a voter register that identifies CCHOA members who are qualified to vote on CCHOA issues. It is the Lot Owner's responsibility to identify the Lot Owner(s) and mailing address for the voter register. If ownership of a Lot is shared, any one of the owners may cast a vote for that Lot. If owners of a Lot disagree on an issue, they may declare abstention which will count towards a quorum but will not bear on the decision.

8. CCHOA FISCAL YEAR

The CCHOA fiscal year begins on the first day of April and ends on the last day of March.

9. NOTICES

9.01 Notice:

Whenever, according to these By-laws, a notice is required to be given to any CCHOA member or official, it shall not be construed to mean a personal notice. Such notice may be given in writing by depositing the same in a Post Office in Buncombe County, North Carolina, with proper postage, and addressed to such CCHOA member or official at the address that appears on the books of the CCHOA. The postmark date and time when such notice is mailed shall be deemed the date and time of giving such notice. It shall be the responsibility of each CCHOA member to ensure that the Secretary of the CCHOA Board of Directors has a current and correct address.

9.02 Waiver of Notice:

The person entitled to receive a notice may waive any notice required to be given by the By-laws.

10. CONTRACT RESTRICTIONS

In accordance with Paragraph 4.04 of the Declaration of Restrictive Covenants neither the CCHOA Board nor any CCHOA Member shall commit the CCHOA to a contractual agreement that violates any of the following restrictions:

10.01 Conflict:

A contractual obligation shall not violate or make unenforceable any part of the Declaration of Restrictive Covenants, the CCHOA By-laws, or the Rules & Regulations documents;

10.02 Intended Land Use:

A contractual obligation shall not modify or change the intended use of any Lot or Common Property as defined in the Declaration of Restrictive Covenants;

10.03 CCHOA Responsibilities:

A contractual obligation shall only commit the CCHOA to responsibilities defined in the Declaration of Restrictive Covenants;

10.04 Contractual Authority:

A contractual obligation shall end and all debts associated with the obligation shall be retired within two (2) years after the obligation is assumed except that the CCHOA Board President, or a Board member acting for the President, may sign for long-term obligations on behalf of the CCHOA when approved by a vote of the CCHOA in accordance with section 7 of these By-laws. Any CCHOA Member or Board that violates these contractual restrictions will be subject to indemnification.

11. AMENDMENT OF BY-LAWS

11.01 Procedure:

The Board may initiate a proposed amendment by distributing the proposal to the voting membership for a vote. A member may request that the Board distribute a proposed amendment. If the Board denies the request, CCHOA members may override that decision by submitting to the Board a petition signed by at least one-third of the voting membership. The Board, after receiving such a petition, must distribute the proposed amendment within two weeks to the voting membership for a vote.

11.02 Voting:

These By-Laws may be amended and new By-Laws may be adopted by a majority of the voting membership.