

BY-LAWS
OF
WOODVALLEY SWIM & RACQUET CLUB, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is WOODVALLEY SWIM & RACQUET CLUB, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at Post Office Box 17102, 5925 Falls of Neuse Road, Raleigh, North Carolina, but meetings of members and directors may be held at such places within the state of North Carolina, County of Wake, as may be designated by the Board of Directors.

ARTICLE II

Terms defined in Article I of the Association's Articles of Incorporation shall have the same meaning herein.

ARTICLE III

Section 1. Annual Meetings. The first meeting of the members shall be held within 90 days after 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 2:00 o'clock, P.M., or at such other time as is specified in the notice to members of the meeting. 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 of the votes of either the Class A or the Class B 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 meetings, by mailing a copy of each notice, postage prepaid, at least 10 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 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 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 of the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years, and at each annual meeting thereafter the members shall elect three directors for a term of three 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 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 V

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 of the members, to serve from the close of such 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 VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as the Board shall determine to be necessary. Such meetings may be held 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 VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors are authorized to manage the Association's property, affairs and business and shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Club Property and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) terminate or suspend an Owner's voting rights and membership for non-payment of dues or other membership charges and suspend an Owner's right to use of the recreational facilities, after notice and hearing 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 or the Articles of Incorporation;
- (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;
- (f) subject to the Association's Articles of Incorporation, establish and from time to time revise initiation fees, dues and other membership charges;

(g) fix the amount of special assessments for capital improvements from time to time as deemed necessary, submit the same to the members for their approval where required by the Articles of Incorporation, and if approved to send thirty (30) days' prior notice thereof to all owners, to collect and disburse such assessment and to suspend or terminate the membership of any owner for which the assessment is not paid within thirty (30) days after the due date; and

(h) where not inconsistent with the provisions of the Articles of Incorporation of the Association, undertake such other action as may be necessary or appropriate to fulfillment of the Association's purposes.

(i) accept membership in the Association of non-owners as provided in the Articles of Incorporation of the Association.

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 each class of 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 Articles of Incorporation, to:

(1) fix the amount of annual dues or other membership charges at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of dues or other assessments to every owner owing the same at least thirty (30) days in advance of the due date thereof; and

(3) suspend or terminate an owner's membership for failure to pay dues or other membership charges.

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

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

(f) cause the Club Property to be repaired, maintained and operated in a reasonable manner; and

(g) pay all ad valorem taxes and public assessments relating to the Club Property.

ARTICLE VIII

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 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. 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.

Section 8. 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 of the Association 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 moneys 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 (the requirement that the annual audit be made by a public accountant shall continue so long as Class B membership as defined in the Articles of Incorporation exist, after which such audit may be made by any person which in the discretion of the Board of Directors is qualified to make same); and shall prepare an annual budget and a 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.

ARTICLE IX COMMITTEES

The Association shall appoint 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 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 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 XI MEMBERSHIP

Section 1. Application and Approval. Any person or entity desiring to become a member shall make application therefor to the Association in such manner and form and upon such conditions as its Board of Directors shall from time to time prescribe or require. Until otherwise determined by the Association's Board of Director, each application for membership shall be accompanied by a deposit of \$250.00, which amount shall be applied toward payment of the applicant's dues, membership or other membership charges.

Section 2. Payment of Membership Fee. Each Owner eligible for membership shall be given notice thereof and such Owner may obtain Class A membership by the payment to the Association, within such time as may be prescribed by the Board of Directors, such sum of money as at that time shall be required to be paid as an initiation fee or other membership charge. In the event any Owner who shall have been given notice of approval for membership shall fail to pay the required membership fee within the period prescribed by the Board of Directors, then the latter, in its sole discretion, at any time after the expiration of the prescribed period, without notice to such Owner, may retract or cancel such Owner's application for membership.

Section 3. Membership Status. Each person or entity who shall have applied for membership, shall have paid all required membership and, if applicable, reinstatement fees, shall be the owner and holder of record of a duly issued membership certificate and while not in the status of a resigned, expelled or suspended member, is hereby defined to be a member of the Association in good standing. The right of use of the facilities of the Association and club privileges shall be available only to and hereby restricted to members of the Association in good standing.

The immediate family of any member shall have the right to use the club's facilities. For this purpose, the term "immediate family" shall include only those dependent upon the member for support. Provided, however, that the Association's Board of Directors shall have the right to permit other members of a member's family or his guests to use the Association's facilities under such rules and regulations as such Board shall from time to time adopt.

ARTICLE XII

RESIGNATION, SUSPENSION, EXPULSION AND REINSTATEMENT

Section 1. Resignation. A member may resign from the Association by the delivery to the Association of a written statement of resignation signed by the resigning member. Until the effective date of each resignation, the resigning member shall continue to have the status of a member of the corporation and shall be liable and responsible for the payment of all dues and charges that shall accrue to the effective date of resignation.

Section 2. Suspension for Non-Payment of Club Obligations-Delinquent Charges. In the event any member shall fail to pay the amount of any initiation fees, dues or assessments owed by that member by May 1 of the year for which the same is owed, or any other membership charges within thirty (30) days after transmittal of the Association's statement for same, such amount shall bear interest from May 1 of that year, or from the thirty-first (31st) day after such notice is given at the highest rate permitted by law on such date until paid, and shall be further subject to such additional late payment penalty as may be permitted by law as determined from time to time by the Board of Directors. In addition, if the default shall continue for ten (10) days next following the date of mailing of notice by registered mail, the name of such member shall be posted at the premises of the Association in such manner as may be directed by the Board of Directors and credit to such member shall thereupon terminate. If the default shall continue for ten (10) days next following the date of posting, then, effective as of the close of the tenth (10th) day of said last mentioned ten (10) day period, the membership of that member shall be automatically suspended. During the period of suspension of membership, the suspended member shall have no use of the club facilities. Unless and until such suspended member is reinstated in accordance with Section 4 of this Article XII, he shall be treated as a resigned member under Section 7 of Article XIV if these By-Laws.

Section 3. Suspension and Expulsion for Improper Conduct. The Board of Directors at all times shall have the power, to be exercised as provided by this section, to expel any member from the Association, to suspend the membership of any member, to suspend or deny to any person comprising a part of the immediate family of a member or any other person the right of use of the facilities of the Association or club privileges for or on account of (1) the infraction of any by-law, rule or regulation of the Association or (2) for conduct deemed or found to be prejudicial to the best interests of the Association or its members. Charges hereunder with respect to any person shall be filed with the Board of Directors. Upon the filing of any such charge, the Board of Directors shall review the same, and after such investigation as it shall deem proper, shall then determine by a majority vote of the directors present, being not less than a quorum, whether or not the offense as charged warrants suspension or expulsion. If the Board of Directors shall determine that the offense as charged does not warrant proceedings for suspension or expulsion, it shall take such action as it deems sufficient to call the matter to the attention of the person charged and issue such warning or reprimand as may be deemed proper. If the Board of Directors shall determine that the offense as charged does warrant suspension then action shall be taken as follows:

(a) The Board of Directors shall fix the date, time, and place at which a hearing on the charges shall be held.

(b) Written notice shall be given not less than five (5) days prior to the scheduled hearing date to the member to be charged or with respect to whose immediate family or guest sponsored by such member the charge has been filed. The notice shall set forth the date, time, and place of hearing and a statement of the charge in sufficient detail to reasonably inform the reader of the basic and essential facts and circumstances of the offense charged. The written notice shall be sent by registered mail addressed to such member at the address thereof set forth on the membership certificate record book of the corporation.

(c) At the hearing there shall be present at all times not less than a quorum of the Board of Directors and proceedings shall be had in such form as to establish the facts and circumstances of the charge. The member charged or whose guest or person comprising a part of such member's immediate family is charged shall be entitled to be present at all times during such proceeding and shall be permitted to offer such proof in defense of the charge as may be reasonable and proper.

(d) Immediately following the conclusion of the hearing, the Board of Directors, either in open meeting or executive session as it may elect, shall consider the evidence presented and on the basis thereof, by majority vote, decide the guilt or innocence of the person charged. If the Board of Directors shall determine that such person is innocent of the charge or that the charge has not been proven, then the charges shall be dismissed. If the Board of Directors shall decide that such person is guilty, then

(1) If the person so charged and found guilty is a member, the Board of Directors may expel such member from the Association or suspend such person's membership for such period as it may elect, not to exceed six (6) months.

(2) If the person so charged and found guilty is any person other than a member, the Board of Directors may limit, suspend or deny to such person the right of use of the Association's facilities or club privileges for such period of time as the Board of Directors may deem proper.

(e) The decision of the Board of Directors shall become effective upon the announcement thereof which announcement shall be made in open hearing before concluding the proceedings.

(f) The decision and action of the Board of Directors with respect to any charge shall be subject to appeal to the members of the Association. Any such appeal shall not suspend or otherwise alter the effect to the decision of the Board. An appeal may be taken by the member charged to whose guest or a person comprising a part of whose immediate family was charged by filing a written notice of such appeal with the President within ten (10) days next following the date of announcement of the decision. Upon receipt of the notice of appeal, the President shall call a special meeting of the members to be held at the premises of the corporation not more than twenty (20) days next following the date of receipt of such notice of appeal. At such meeting the members may review and consider the action and decision of the Board of Directors and may confirm, reverse or modify the decision of the Board of Directors and the action of the members shall be final.

Section 4. Reinstatement of Membership. Any member who shall have resigned or who shall have been expelled from the corporation may thereafter make application to the Board of Directors for reinstatement to membership. Such application may be accepted or rejected by the Board of Directors of the Association after consideration of such circumstances as the Board shall deem appropriate in the circumstances. If such application is approved, the Owner shall be reinstated as a member of the Association effective upon payment to the Association of a sum equal to the total amount of all dues or other membership charges which would have been payable by such person as a member from the effective date of resignation or expulsion to the date of reinstatement.

Section 5. The provisions of this Article XII and ARTICLE XI shall be equally applicable to any non-owner person or entity who has applied for or has been accepted for membership in the Association.

ARTICLE XIII

DUES, RULES, REGULATIONS AND GUESTS

Section 1. Dues. Subject to the Association's Articles of Incorporation, the amount of dues, initiation fees, assessments or other membership charges to be paid to the Association by members and the time of payment thereof shall be established and may from time to time be changed by the Board of Directors.

Section 2. Rules and Regulations. The rules and regulations with respect to the use by any person of the facilities of the Association and club privileges shall be established and may from time to time be changed by the Board of Directors.

Section 3. Notice and Effective Date. Any act of the Board of Directors with respect to the establishment or change of the amount of dues payable or from time for payment thereof or of any rule or regulation shall be mailed to the members and shall be posted at the Association's facilities; provided, however, that whether or not mailed, such action shall (unless a later date shall be contained in the resolution of the Board of Directors) become effective as of the time of posting of notice thereof on a bulletin board to be maintained for such purpose at the premises of the Association.

Section 4. Guests. Rules and regulations with respect to the use of the facilities of the corporation by guests of members shall be established and may from time to time be changed by the Board of Directors.

ARTICLE XIV

MEMBERSHIP CERTIFICATES, TRANSFERABILITY AND RIGHTS

Section 1. Membership Certificates. Membership certificates of the Association shall be serially numbered, shall be designated "Stock" or "Non-Stock", and otherwise shall be in such form as may be approved by the Board of Directors. Each membership certificate upon the issuance thereof shall be signed by the President or a Vice President and by the Secretary or the Treasurer and sealed with the seal of the Association which seal may be a facsimile, engraved, or printed.

Section 2. Rights and Powers. The rights, powers and privileges of all membership certificates and the respective record holders thereof shall be as provided herein.

Section 3. Transfer on Death of Member. Upon the death of a member, the surviving spouse shall succeed to the deceased member's interest in a membership certificate of the Association. The surviving spouse, upon notice thereof to the Board of Directors and the surrender of such membership certificate duly endorsed for transfer, shall be entitled to have a membership certificate issued in the name of such spouse as record holder; and upon the issuance of the certificate to such surviving spouse, the latter thereupon shall have the status of a member until remarried, and shall not be required to file application therefor, or to obtain approval for membership or pay any membership fee for transfer of the membership.

Section 4. Transfer of Membership Certificate. Membership certificates shall not be transferable except as provided in Article VI of the Articles of Incorporation. A membership certificate record book shall be kept and maintained under the supervision of the Board of Directors in which there shall be set forth the name of each person who is the holder of a membership certificate, the address of each such person, the date such person acquired a membership certificate and the serial number of such certificate. Transfers of membership certificates shall be made on the books of the Association at the direction of the holder thereof or such person's attorney thereunto duly authorized by a power of attorney duly executed and filed with the Secretary.

Section 5. Lost or Destroyed Certificates. The holder of a membership certificate shall immediately notify the Association of any loss, destruction, theft, or mutilation of such certificate; and the Association, with the approval of the Board of Directors, may issue a new certificate in the place of such certificate theretofore issued and alleged to have been lost, destroyed, stolen or mutilated. The Board of Directors, in its discretion, may require the holder of the certificate alleged to have been lost, destroyed, stolen or mutilated or such holder's legal representative to give the Association, before the issuance of such new certificate, a bond of indemnity in such sum and in such form and with such surety or sureties as the Board of Directors may direct.

Section 6. Taking of Record. The Board of Directors may fix a day not more than forty (40) days prior to the date of holding any meeting of members as the record date for the determination of members entitled to notice and to vote at such meeting and only members of record on such day shall be entitled to notice of or to vote at such meeting.

Section 7. Death, Resignation, or Expulsion of a Member. Upon the resignation, expulsion or death without spouse surviving of any member, the membership shall immediately terminate; and the membership certificate shall be surrendered to the Association. No payment shall be made to the terminated member for such membership except pursuant to such uniform rules and regulations as the Board of Directors may adopt with respect thereto, and as provided in Article VI of the Articles of Incorporation.

ARTICLE XV CONTRACTS, LOANS, DEPOSITS, CHECKS, DRAFTS, ETC.

Section 1. Contracts. Except as otherwise provided in these By-Laws or the Association's Articles of Incorporation, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors (or the approval of the Association's members where its Articles of Incorporation so require). Any officer or agent of the Association thereunto so authorized may effect loans or advances for the Association and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness if the Association. Any such officer or agent, when thereunto so authorized, may mortgage, pledge, hypothecate or transfer as security for the payment of any and all loans, advances, indebtedness and liabilities of the Association any real property and all stocks, bonds, other securities and other personal property at any time held by the Association, and to that end may endorse, assign and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents of the Association to whom such power may from time to time be given the Board of Directors.

Section 4. Checks, Drafts, Etc. All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the President or a Vice President and by the Secretary or the Treasurer, or in such other manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the Association in any of its duly authorized depositories will be made by the President or Treasurer or by any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

ARTICLE XVI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Woodvalley Swim & Racquet Club, Inc. -- 1980.

ARTICLE XVII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of majority vote of each class of members present in person or by proxy at such meeting, provided a quorum is present.

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

ARTICLE XVIII
MISCELLANEOUS

The first year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the Woodvalley Swim & Racquet Club, Inc., have hereunto set our hands this 22nd day of April, 1980

John E. Skvarla, III
Peter M. Benda
John B. Morch
Robert W. Wilson, Jr.
F.L. Robuck, Jr.
J.Y. Creech
Zack H. Bacon, Jr.
R.W. Collins
Michael J. Ward