

Prepared by and return to: Brian S. Edlin, P.O. Box 10669, Raleigh, NC 27605

STATE OF NORTH CAROLINA

COUNTY OF WAKE

AMENDMENT TO BYLAWS
FOR SCOTTS MILL HOMEOWNERS
ASSOCIATION, INC.

THIS AMENDMENT to the Bylaws for Scotts Mill Homeowners Association, Inc. is made this 26 day of June, 2026 by the Lot Owners and members of Scotts Mill Homeowners Association, Inc. (hereinafter, "the Association"),

WITNESSETH:

THAT WHEREAS, the original Declarant caused to be recorded a Declaration of Covenants, Conditions, Restrictions and Easements for Scotts Mill in Book 7247 Page 72 of the Wake County Registry, (hereinafter, "Declaration"); and

WHEREAS, the Association was incorporated on 2 December 1996 with the North Carolina Secretary of State;

WHEREAS, Article XIV of the Bylaws allows for amendments to the Bylaws with the affirmative vote a majority of a quorum of Members present and entitled to vote in person or by proxy and N.C.G.S. §55A-10-21 allows the Bylaws to be amended by the Board and members entitled to vote thereon by two-thirds (2/3) of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less; and

WHEREAS, the requisite number of Owners have voted to amend the Bylaws to change the manner in which Board members are elected by the membership;

NOW, THEREFORE, the undersigned does hereby declare that the Bylaws for Scotts Mill Homeowners Association, Inc. shall be amended as follows:

1. To amend Article IV, Section 3 of the Bylaws by deleting that section in its entirety and inserting in lieu thereof the following:

Section 3. Notice of Meetings. Written notice of each meeting of the Members, along with the slate of candidates running for all open Board seats, 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, or via electronic mail at an address designated by the Owner pursuant to N.C.G.S. §55A-1-70 and N.C.G.S. §47F-3-108, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address (or designated electronic mail 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.

2. To amend Article IV, Section 5 of the Bylaws by deleting that section in its entirety and inserting in lieu thereof the following:

Section 5. Proxies. Except as provided for herein, 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. Proxies may not be used for the election of Board members, which procedure is set forth in Article VI, Sections 1 and 2.

3. To amend Article VI, Section 1 of the Bylaws by deleting that section in its entirety and inserting in lieu thereof the following:

Section 1. Nominations and Ballots. No more than sixty (60) and no fewer than thirty (30) days before the annual meeting, the Association, through its management company will receive all nominations and *curriculum vitae* of Owners desiring to run for any open Board seats at the forthcoming annual meeting. The Board will place all nominees on a ballot which shall then be mailed to the membership, along with the notice of annual meeting within fifteen (15) days of the meeting under Article IV, Section 3. The ballots shall be returned within three (3) days of the scheduled annual meeting and counted. Those receiving the most ballots for their candidacy will be elected to the Board and the results announced at the annual meeting. There shall be no nominations from the floor of the annual meeting and no proxies used to conduct a vote on the election of directors at the annual meeting.

4. To amend Article VI, Section 2 of the Bylaws by deleting that section in its entirety and inserting in lieu thereof the following:

Section 2. Election. Election to the Board of Directors shall be by secret written mail-in ballot as set forth in Section 1 herein. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

5. This amendment shall be effective upon recordation in the Office of the Wake County Registry.

6. Except as amended hereinabove, the remaining portions of the Declaration as originally recorded are hereby restated and reacknowledged.

WHEREFORE, the President and Secretary of the Association have hereunto affixed the corporate certification for the purpose of enacting the foregoing amendment.

CERTIFICATION OF VALIDITY OF AMENDMENT TO THE
BYLAWS FOR SCOTTS MILL HOMEOWNERS ASSOCIATION, INC.

By authority of its Board of Directors, the undersigned hereby certify that the foregoing instrument has been duly approved by by the Board and members entitled to vote thereon by two-thirds (2/3) of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less, and is, therefore, a valid amendment to the existing Bylaws for Scotts Mill Homeowners Association, Inc.

SCOTTS MILL HOMEOWNERS ASSOCIATION, INC.

By: [Signature]
President

ATTEST:

[Signature]
Secretary

STATE OF NORTH CAROLINA

ACKNOWLEDGMENT

COUNTY OF WAKE

I, William Horne, a Notary Public of the County and State aforesaid, certify that William Morrow, personally came before me this day and acknowledged that he/she is **Secretary/Assistant Secretary** of Scotts Mill Homeowners Association, Inc, a North Carolina non-profit corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President and attested by Brett Kenney as its **Secretary/Assistant Secretary**.

Witness my hand and official stamp or seal, this 23 day of April, 2026.

[Signature]
Notary Public Signature
My commission expires: 2/25/29

