

BYLAWS OF
WESTERN RIDGE OWNERS ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

Section 1.01. "Association" shall mean and refer to Western Ridge Owners Association, Inc., a nonstock corporation organized and existing under Chapter 10 of Title 13.1, Code of Virginia, 1950, as amended, its successors and assigns.

Section 1.02. "Club Facilities" shall mean and refer to the entire Western Ridge Club clubhouse site (designated as "Clubhouse Lot" on the Western Ridge subdivision plat), including but not limited to clubhouse, pool(s), tennis courts, a playfield and adjacent parking areas and further including but not limited to personal property designated by its owner and used in common with the clubhouse site properties.

Section 1.03. "Common Area" shall mean all the real property which is deeded or leased to the Association and designated in said deed or lease as "Common Area". The term shall also include any personal property acquired or leased by the Association if said property is designated a "Common Area". All real property intended to be Common Area may be designated as open space on plats. All Common Areas are to be devoted to and intended for the common use and enjoyment of the Members of the Association, their guests and, to the extent permitted by the Board of Directors, visiting members of the general public, subject to fee schedules and operating rules adopted by the Association.

Section 1.04. "Declarant" shall mean and refer to Highlands West, L.P., a Virginia limited partnership, and all divisions of such corporation, its successors and assigns as developer and declarant appointed by recorded instrument.

Section 1.05. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements dated May 21, 1996 for the Western Ridge subdivision in Albemarle County, Virginia, which were recorded in the Clerk's Office of the Circuit Court of the County of Albemarle, Virginia, in Deed Book 1538, beginning at page 211, on May 22, 1996, and all subsequent or supplemental declarations of restrictions, covenants and the like as may be added thereto, and any amendments or modifications thereof.

Section 1.06. "Lot" shall mean and refer to any separate numerically designated plot of land within the Property (with the exception of Common Area or Club Facilities) shown on any recorded plat of Western Ridge and intended by the Declarant to be a site for a dwelling.

Section 1.07. "Member" is defined in Section 2.01.

Section 1.08. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Owner shall not mean the mortgagee.

Section 1.09. "Property" shall mean and refer to that certain real property described on Schedule A of the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, all of which may be designated as "Western Ridge." This shall not include the Western Ridge Business Park land which is intended to be governed by a separate declaration.

Section 1.10. "Streets" shall mean and refer to the entire right of way for the streets, roads, cul-de-sacs or circles on the Property which provide access from the Lots to State Route 240 and other areas as shown and described on the original plat and other subdivision plats of Western Ridge subdivision made subject to the Declaration.

Section 1.11. "Tenant" shall mean and refer to the lessee under a written agreement with an Owner for the renting of a Lot improved by a dwelling, provided said lease is at least six (6) months.

The foregoing definitions shall also refer to plurals of said terms as may be used from time to time herein as the context requires.

ARTICLE II

MEMBERSHIP AND VOTING RIGHTS

Section 2.01. Every Owner of a Lot shall be a Member of the Association. In addition, Declarant shall be a Member of the Association so long as Declarant owns any Lot or any portion of the Property. Ownership of such Lot (or Unsubdivided Land (as defined in the Declaration) in the case of Declarant) shall be the sole qualification for membership. A Tenant of an Owner may become a Member during the duration of the tenancy provided that the Owner and the Tenant notify the Association in writing that the Tenant and not the Owner will be the Member during the tenancy, in which case the Tenant and not the Owner may exercise all of the rights of the Owner herein. Notwithstanding the foregoing, with respect to the Association, the Owner will be responsible for any assessments and/or dues, irrespective of the agreement between the Tenant and the Owner.

Section 2.02. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners of Lots (or Tenants as provided in Section 2.01 above) with the exception of the Class B Member. Class A Members shall be

entitled to one (1) vote for each Lot owned by said Class A Member. In the event that more than one person or entity holds such interest in any Lot, all such persons or entities shall be Members but the vote for such Lot shall be exercised as they determine among themselves, but in no event shall more than one vote be cast with respect to any such Lot owned by a Class A Member. The vote of one of the joint Owners of a Lot, in person or by proxy, shall bind all Owners of such Lot.

Class B. The Class B Member shall be the Declarant or its successors and assigns appointed by recorded instrument. The Class B Member shall be entitled to three (3) votes for each Lot owned by the Class B Member and three (3) votes for all of the Unsubdivided Land owned by the Class B Member. The Class B membership shall be converted to Class A membership on the earlier of: (a) December 31, 2006; or (b) the date on which the total number of Class A votes equals or exceeds the total number of Class B votes.

Section 2.03. Suspension of Voting Rights. The Association shall have the power to suspend the voting rights of a Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with the applicable provisions of the Declaration.

ARTICLE III

MEETINGS OF THE MEMBERS

Section 3.01. Annual Meetings. An annual meeting of Members of the Association shall be held. Such meeting shall commence at 7:00 o'clock p.m. on the fourth Wednesday of January of each year, or, if such date shall fall on a legal holiday in Virginia, then at the same hour on the first business day thereafter. The Directors shall be elected at the annual meetings as set forth in Section 5.04 below, and such other business as may properly come before the meeting may be transacted.

Section 3.02. Special Meeting. The President of the Association, or a majority of the Board of Directors, or Members holding ten percent (10%) of the votes entitled to be cast at such a meeting may call a special meeting of the Members of the Association, on due notice at any time.

Section 3.03. Notice Required. The President, or other person calling a meeting of the Members of the Association, shall give, or cause to be given, written notice of such meeting. The notice shall contain the place, day, and hour of the meeting, and if a special meeting, the purpose or purposes for which it is called. A copy of such notice shall be mailed or personally delivered to each Member entitled to vote at the meeting, not less than ten (10), nor more than twenty-five (25) days before the scheduled date of the meeting. A notice mailed via U.S. Mail, postage prepaid, within the specified time period to a Member at either the property address of his Lot or to his address as it appears on the official records of the Association shall be conclusively presumed to comply with the requirements of this section.

A Member appearing at a meeting of the Association shall be conclusively presumed to have received due notice of such meeting unless he makes such appearance solely for the purpose of protesting his lack of notice therefor.

Section 3.04. Place of Meeting. Each meeting of the Members of the Association shall be held within the City of Charlottesville or the County of Albemarle, Virginia. It may be held either at the principal office of the Association, or at any other place in the aforesaid jurisdictions, so long as the place is in either case specified in the notice of such meeting.

Section 3.05. Quorum Generally. Except as may be otherwise provided by the Declaration or other provision herein, the quorum required for any action which is subject to the vote of the Members at meetings of the Association shall be the presence at the meeting of the Members or proxies entitled to cast ten (10%) of the total vote of the Membership required for such action.

Section 3.06. Quorum for Certain Actions and Meetings. The quorum required for any of the following actions and meetings which are subject to the vote of the Members at meetings of the Association shall be as follows:

(a) The first time a meeting of the Members of the Association is called to vote on (i) an increase in the Annual Assessments greater than provided for in Article VI, Section 3 of the Declaration; (ii) a Special Assessment as provided for by Article VI, Section 4 of the Declaration; (iii) the gift or sale of any parcel of land designated as a Common Area; (iv) an amendment to the Declaration or termination of the Declaration as provided for in Article X, Sections 9 or 10 therein, the presence at the meeting of the Members or proxies entitled to cast at least 30% of the total votes of the Membership required for such action shall constitute a quorum.

(b) The first time a meeting of the Members of the Association is called to vote on any actions other than that described in subparagraph (a) above, the presence at the meeting of the Members or proxies entitled to cast 15% of the total vote of the Membership required for such action shall constitute a quorum.

(c) If the required quorum is not present at any meeting described in subparagraph (a) or (b) above, with the exception of any meeting called to vote on the amendment or termination of the Declaration, another meeting or meeting may be called subject to the giving of proper notice and the required quorum at each subsequent meeting or meetings shall be one-half of the required quorum at the preceding meeting.

Section 3.07. Conduct of the Meeting. The President of the Association shall act as chairman at each meeting of the Members. In his absence, the Vice President, or should he also be absent, then a Member chosen by a majority vote of the Members present and entitled to vote, shall act as chairman of the meeting. The Secretary of the Association, or an Assistant

Secretary, or in their absence, any Member designated by the Chairman, shall act as secretary of the meeting.

The Chairman shall determine the order of business at each meeting of the Members of the Association, but such order may be changed by a majority in voting power of the Members present, either in person or by written proxy, and entitled to vote at such meeting.

Section 3.08. Action Without Meeting. If a consent in writing, setting forth the action taken or to be taken, shall be signed by all the Members entitled to vote, such consent shall have the same force and effect as a unanimous vote of the Members of the Association, but no meeting need be held. Such consent may be secured either prior or subsequent to the action sought to be validated thereby.

Section 3.09. Proxies. Members unable to attend any meeting of the Members for any reason may give their written proxy to any person and such proxy may vote at any such meeting in accordance with the Articles of Incorporation of the Association, these Bylaws, and Section 13.1-847 of the Code of Virginia of 1950, as amended. In the event that more than one person or entity owns an interest in any one Lot, all such persons or entities, as the case may be, must sign the written proxy designation. In order to ascertain the validity of any written proxy, the Secretary of the Association (or acting Secretary in his absence) may rely upon the records of the Association as to the ownership of any Lot unless the written proxy is accompanied by evidence of such ownership of a Lot as is satisfactory to the Secretary (or acting Secretary in his absence) which is contrary to that reflected in the records of the Association.

Section 3.10. Removal of Directors. The Members may remove any director of the Association with or without cause at any regular or special meeting of the Members, provided notice of the proposed removal was given in the notice of the meeting, or the Members act by unanimous written consent (in which case no notice is necessary). Such action shall be by resolution of the Members declaring such removal to be in the best interests of the Association, and adopted at any regular or special meeting of the Members as aforesaid by a majority of the Members constituting a quorum at any such meeting.

ARTICLE IV

OFFICERS

Section 4.01. Officers. The Association shall have a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time designate and establish pursuant to Section 4.03 of this Article. The same person may hold any two or more offices, excepting only those of President and Secretary, which shall never be held simultaneously by the same person.

Section 4.02. Qualifications, How Elected, Term. The President shall, but no other officer need be, also a director of the Association. The Board of Directors shall elect a slate

of officers annually, such election to be held as soon as practicable after each annual election of directors. An officer so elected shall serve and hold office for one (1) year or until the election and qualification of his successor, or until the earlier of his own death, resignation or removal, as provided hereafter.

Section 4.03. Other Offices. Such other offices as the efficient conduct of the business of the Association may require from time to time shall be established by the Board of Directors. The Board of Directors may elect persons to hold such offices and it may delegate to such persons those duties and responsibilities as to it deems proper.

Section 4.04. Removal. The Board of Directors may remove any officer of the Association at any time either with or without cause. Such action shall be by resolution of the Board of Directors declaring such removal to be in the best interests of the Association and adopted at any regular or special meeting of the Board by a majority of the directors in office at that time.

Section 4.05. Resignations. Any officer of the Association may resign at any time. Such resignation may be tendered either orally or in writing, and shall be directed to any member of the Board of Directors. If an effective date is specified, the resignation shall not be effective until such date, but otherwise it shall be effective on notification of any director. Unless it is so specified in the resignation, acceptance by the Board of Directors shall not be necessary to make effective any resignation.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Powers of the Board. The Board of Directors shall have and exercise all the corporate powers of the Association, and except as may otherwise be expressly required by law, the Articles of Incorporation, or these Bylaws, the Board shall manage the day-to-day affairs of the Association.

Section 5.02. Terms of Initial Directors. Each of the two (2) initial directors shall serve until the annual meeting of the Members in January, 1998, or until the election and qualification of his successor or until his own death, resignation, or removal in the manner provided hereinabove.

Section 5.03. Qualifications, Number, and Term of Directors. The Association shall have a Board of Directors consisting of not less than three (3) directors following the expiration of the terms of the two (2) initial directors. The number of directors of the Association shall be a variable range as authorized by Section 13.1-855(c) of the Code of Virginia of 1950, as amended. The variable range shall be a minimum of three (3) directors and a maximum of nine (9) directors. Any person, whether a Member of the Association or not, may be elected and serve as a director of the Association; however, the President of the Association shall be a

director. Directors shall be elected annually as hereinafter provided. A director so elected shall, except as hereinafter provided in Section 5.04, serve and hold office for a two-year term or until the election and qualification of his successor or until his death, resignation, or removal in the manner provided hereafter.

Section 5.04. Election of the Board of Directors. Following the expiration of the terms of the initial directors, there shall be held at each annual meeting of the Members of the Association an election of directors. At the first annual meeting of the Members at which directors are elected, one-half ($\frac{1}{2}$) (as near as may be) of the directors to be elected shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years. In the case of odd numbers of directors being elected, the division of approximately one-half ($\frac{1}{2}$) of the directors terms shall be made by rounding down so that one (1) more director is elected to a term of one (1) year than the number elected to terms of two (2) years. Thereafter, except as otherwise provided herein, successors to directors whose terms are expiring shall be elected at each successive annual meeting of the Members and take office upon election. If the size of the Board is being increased, one-half ($\frac{1}{2}$) (as near as may be as aforesaid) of the number of new directors to be elected to new Board seats shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years. If the size of the Board is being decreased, successors to as many Board seats as are being vacated by such action shall not be elected when the terms of directors in office expire, and a vote shall be taken to modify the terms of the directors in office as may be appropriate, to have one-half ($\frac{1}{2}$) (as near as may be) of the directors' terms expire at the next annual meeting of the Members and one-half ($\frac{1}{2}$) (as near as may be) of the directors' terms expire at the annual meeting of the Members following the next annual meeting of the Members. If any such elections for whatever reasons are not to be held, then the Board of Directors shall cause any such elections to be held as soon thereafter as practicable, at a special meeting of the Members called for that purpose. A quorum being present, in any election of directors those persons receiving the greatest number of votes shall be the directors of the Association.

Notwithstanding the foregoing provisions of this Section 5.04, upon the affirmative vote of a majority of Members present at a meeting at which there is a quorum present: (1) the terms of any or all directors may be modified, provided that the notice of such meeting must state the recommended action; and (2) directors may be elected and take office at any regular or special meeting of the Board: provided that the notice of such meeting must state the recommended action. While not limiting the authority of the Members, the intention of the foregoing sentence is to permit adjustments in directors' terms to preserve the benefit of staggered terms, particularly when the Board size changes with resignations, vacancies or Board growth, and to provide as much flexibility as possible in recruiting persons to serve as directors.

Section 5.05. Annual Meeting of the Board. The Board of Directors may meet in order to elect officers and to transact other business at any time after their election as directors, preferably immediately following the annual meeting of the Members. No notice shall be required for such annual meeting if it be held on the same date, and at the same place, and immediately following any annual meeting of the Members. Pursuant to such notice as would suffice for special meetings of the Board, however, the annual meeting of the Board of Directors may also be held at any other time or place specified in such notice.

Section 5.06. Regular Meetings. The Board of Directors may from time to time by resolution fix the time and place of their regular meetings. Written notice of such meetings shall not be required unless by resolution of the Board.

Section 5.07. Special Meetings. The President of the Association or any two or more directors may at any time call a special meeting of the Board of Directors. Notice of each such special meeting shall be required and it shall contain the time and place of the proposed special meeting. Such notice shall be sent to each director; if by mail, addressed to him at his residence or usual place of business and postmarked at least seven (7) days -"before the scheduled date of the meeting; or, if by personal delivery or telegram, at least five (5) days before the scheduled time of the meeting.

Section 5.08. Waiver of Notice. Any director may waive the notice required by the proceeding section by written waiver either before or after the date of the meeting. Any director who attends a meeting, even without notice, shall however be conclusively presumed to have had timely and proper notice thereof unless he attends such meeting for the express purpose of objecting to the improper convening of such meeting.

Section 5.09. Place. The Board of Directors may by resolution determine the place or places where their meetings may be held in the place or places specified in the notice thereof.

Section 5.10. Conduct of the Meeting. The President of the Association or a director chosen by a majority of the directors present should the President be absent, shall act as chairman of each meeting of the Board of Directors. The Chairman shall determine the order of business at each meeting. The Secretary of the Association, or in his absence, any person appointed by the Chairman, shall act as Secretary of the meeting.

Section 5.11. Quorum Voting. A majority of all the directors shall constitute a quorum if present at any meeting of the Board of Directors. Any business that may properly come before such meeting may thereafter be transacted by the vote of a majority of the directors present at the meeting, and such vote shall be considered the act of the Board. Directors shall have no power as individuals, but shall only act as a Board.

Should a quorum not be present, a majority of the directors present may adjourn the meeting from time to time and from place to place until a quorum may be established.

Section 5.12. Action Without a Meeting. If a consent in writing, setting forth the action proposed to be taken shall be signed by all the directors, such consent shall have the same effect as a unanimous vote of the directors taken at a duly convened meeting thereof, so long as the consents all be signed prior to the taking of the action sought to be validated thereby.

Section 5.13. Committee. The appointment of a director of any committee, if not sooner terminated, shall automatically terminate upon the expiration of his term as a director of

the Association, or upon the earlier cessation for any reason of his membership on the Board of Directors.

Section 5.14. Summary of Minutes of All Board of Directors' Meetings. If requested by any Member, the Secretary or his designee shall deliver a written summary of the minutes of any meeting held by the Board of Directors to such Member in a timely fashion.

ARTICLE VI

COMMITTEES AND WORK GROUPS

Section 6.01. General. The Board may establish, modify or eliminate a committee or work group when the Board believes the action serves the best interests of Association and will assist the Board in the performance of its duties.

Section 6.02. Committees. A committee is a formal, subordinate assembly to the Board created to assist the Board with the performance of an administrative duty, the gathering of information, the presenting of recommendations and analysis or performance of other similar duties. The primary purpose of a committee is to provide feedback, counsel and or recommendations to the Board for the Board's consideration and consistent with the committee's charter. A committee has formal meetings.

Section 6.03. Work Groups. A work group is an informal activity of one or more volunteers to perform operational tasks on behalf of the Board such as managing, organizing or implementing a Board task or project. The primary purpose of a work group is to coordinate and implement a task or project consistent with the work group's guidelines. A work group does not have formal meetings.

Section 6.04. Committee Charter. Upon the formation of each committee, the Board may establish a specific charter for the committee. The charter may describe one or more of the following: whether a standing committee (created for an ongoing purpose or unlimited duration) or a specific committee (create for a special purpose or limited duration); purposes, goals and objectives; duration; powers and authority; membership numbers and qualifications (such as a Board member, ARB member, member in good standing, street diversity); budgets; and other applicable instructions. If the Board fails to establish a charter for any committee or if the charter is silent as to any issue, then this Bylaw Article VI will control.

Section 6.05. Work Group Guidelines. Upon the formation of each work group, the Board may establish a specific set of guidelines and instructions for the work group. The guidelines may describe one or more of the following: work group leadership, purposes, goals and objectives; schedules and timelines; powers and authority; recommendations for volunteers; work group membership and qualifications (such as technical or domain expertise, age and health restrictions); safety protocols; budgets; and other applicable instructions. If the

Board fails to establish guidelines for any work group or if the guidelines are silent as to any issue, then this Bylaw Article VI will control.

Section 6.06. Leadership.

(a) Committees. Each committee will have a committee chair to lead the committee. The role of the committee chair is to facilitate meetings and other related efforts for the purposes of committee consideration and consistent with the committee's charter. Unless otherwise expressly provide in the committee's charter, the Board will elect each committee chair.

(b) Work Groups. Each work group will have one or more work group chairs or leaders to lead and coordinate the work group. The role of the leader is to help the work group perform the assigned tasks and project consistent with the work group's guidelines. Unless otherwise expressly provided in the work group's guidelines, the Board will appoint each leader.

Section 6.07. Membership.

(a) Unless otherwise expressly provide in the committee's charter, the Board will establish committee member qualifications and appoint each committee member.

(b) Unless otherwise expressly provide in the work groups guidelines, the work group leader is responsible for finding volunteers for the work group. The Board will establish all work group membership qualification requirements, if any. Each work group leader is encouraged to make work group membership qualification recommendations to the Board. So long as the volunteer meets the qualification requirements, the work group is encouraged to include the volunteer.

Section 6.8. Committee and Work Group Authority. A committee or work group may not bind or commit the Association or Board to any obligation or matter unless and to the extent expressly provided in the committee's charter.

Section 6.9. Committee Meetings. A committee may meet in any reasonable manner as utilized by the Board such as in person meetings, phone call meetings, and virtual meetings. The chair or the chair's designate shall provide reasonable meeting notice to each member of the committee for each meeting. If a committee member deems any notice as unreasonable or lacking, then the member is entitled to submit the member's objection to the records of the committee.

Section 6.10. Reports.

(a) Committees. A committee shall keep the Board fully advised of the performance of its activities and actions including presenting reports to the Board consistent with the committee charter. The Committee chair or the chair's designate is responsible for recording the minutes of each committee meeting, presenting the minutes to the Secretary, and presenting

reports to the Board.

(b) Work Groups. The work group leadership shall keep the Board fully advised of the performance of its activities and actions including presenting reports to the Board consistent with the work group's guidelines. The work group leadership is responsible for presenting reports to the Board,

Section 6.11. Quorums and Voting. The presence of at least fifty percent of the members of the committee shall constitute a committee quorum. Unless otherwise provided in the committee charter, each committee shall act by majority vote at a meeting with a quorum. Each member of the committee shall have a single vote. A majority vote means fifty percent plus one of the committee members present and voting at a meeting with a quorum. If all members of the committee sign a resolution, then the resolution is deemed the action of the committee.

Section 6.12. Modifications. Each committee and work group serves at the pleasure and direction of the Board. The Board may amend, modify, or change, at any time, all or any portion of a committee's charter or a work group's guidelines. The Board may change the chair of a committee or the leadership of a work group at any time. The Board may change the membership of a committee or work group at any time.

Section 6.13. Parliamentary Procedure. A committee shall follow parliamentary procedure for each committee meeting unless otherwise provided in the committee's charter.

ARTICLE VII

PROPERTY

Section 7.01. General. The Association shall have the power to acquire and hold property, both real and personal, for the aesthetic, recreational and general civic benefit of the community in accordance with the terms of the Declaration.

Section 7.02. Common Area. The Association shall have the power to accept the transfer of the legal title to the Common Area from the Declarant. The Association shall have the power to convey or transfer all or any part of the Common Area as provided in the Declaration.

Section 7.03. Club Facilities; Recreational and Other Facilities. Except as otherwise required by or provided in the Declaration, the Association shall have the power but not the obligation to purchase, lease, construct, maintain and operate recreational or other facilities for the use and enjoyment of Members of their immediate families, guests and tenants.

Section 7.04. Utility Easements. The Association shall have the right to grant easements for public utility purposes to any municipality or public utility for the purpose of installation or maintenance of utilities to serve the Common Area or to serve any Lot, including the extension of said utility to adjacent property. The Association shall have the power to grant

easements as provided in the Declaration.

Section 7.05. Maintenance and Related Matters. The Association shall promote the enjoyment, health, safety, and welfare of the residents on the Property. In particular, the Association shall employ its resources to provide for the repair, improvement, provision, maintenance, enhancement and replacement of the Common Areas, drainage facilities, signs, landscaping, grounds, fencing, exterior lighting, sprinkler systems, mailboxes, services, and facilities related to the use and enjoyment of the entire Western Ridge subdivision, including but not limited to the Common Area, and for establishing reasonable reserves for future maintenance and capital expenditures relating to the aforesaid items.

In addition to the foregoing the Association shall use its resources at such times and in such manner as determined by the Board of Directors in order to carry out the Association's responsibilities under the Declaration.

Section 7.06. Policing: Traffic and Parking. The Association shall be charged with general public policing and control of the Property and its Common Area and the Board of Directors of the Association shall have the power to make any reasonable regulations for the control of such and the prevention of nuisances within the Property and its Common Area which are not contrary to the terms of the Declaration.

Section 7.07. Suspension of Services. Privileges. The Association shall have the power to suspend a Member's right to use recreational facilities and services supplied by the Association to any Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with applicable provisions of the Declaration.

ARTICLE VIII

ARCHITECTURAL CONTROL

Section 8.01. Architectural Control. All matters relating to the Association's powers and responsibilities with respect to Architectural Control are set forth in the Declaration.

ARTICLE IX

ASSESSMENTS

Section 9.01. Assessments. All matters relating to the Association's powers and responsibilities with respect to Assessments and Special Assessments are set forth in the Declaration.

ARTICLE X

PROPERTY RIGHTS

Section 10.01. Property Rights. Each Member's rights of enjoyment of the Common Area, Club Facilities, Member's Easements and any other property owned or controlled by the Association and restrictions thereto are set forth in the Declaration.

ARTICLE XI

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 11.01. Power of Board, Agents to Bind Association. Except as prohibited by law, the Articles of Incorporation, or these Bylaws, the Board of Directors may authorize any agent or agents to enter into any contract, or to execute any instrument in the name of and on behalf of the Association. Any authority so conferred on such agent may be either general or special.

Section 11.02. Manner of Signing Required. The Board of Directors may from time to time by resolution determine the officers whose signatures must appear on the various checks, drafts, and other orders for payment executed on behalf of the Association.

Section 11.03. Deposits. The Board of Directors may from time to time by resolution determine and designate the various banks, trust companies, or other depositories in which the funds of the Association not otherwise employed or invested shall be deposited.

Section 11.04. Contracts for Management and Maintenance Services. The Board of Directors may, in its discretion, arrange to have the management, maintenance and care-taking functions of the Association or any part thereof performed by a third party or parties pursuant to contract.

ARTICLE XII

RESTRICTIONS AND COVENANTS

Section 12.01. General. The Association, or any Owner, shall have the right to enforce by a proceeding at law or in equity, the restrictions, conditions and covenants imposed by the Declaration. Failure by the Association or by any Owner to enforce any covenant, easement, condition, or restriction contained in the Declaration shall in no event be deemed a waiver of the right to do so thereafter.

ARTICLE XIII

AMENDMENTS

Section 13.01. By the Directors. The Board of Directors by a majority vote thereof shall have the power to make, alter, amend or repeal the Bylaws of the Association at any regular or special meeting of the Board; provided, however, that the provisions of Articles II, III, V and XII of these Bylaws may not be amended or otherwise changed by the Directors. This power shall not be exercised by the Executive Committee or any other committee of Directors.

Section 13.02. By the Members. At any annual or special meeting, Bylaws may be adopted, and all Bylaws shall be subject to amendment, alteration, or repeal by a majority of all Members entitled to vote at a meeting at which at least two-thirds ($\frac{1}{2}$) of all Members entitled to vote are present. Pursuant to a resolution adopted by the Members as aforesaid, the Members may provide that certain Bylaws adopted, approved, or designated by them may not be amended, altered, or repealed, except by a certain specified vote of the Members which may be greater or less than the vote otherwise required.

Section 13.03. Acknowledgement of Priority of Declaration. Notwithstanding any provision of these Bylaws to the contrary, the Declaration is superior to the Bylaws and any provisions of the Bylaws which are inconsistent with any provision of the Declaration is void and unenforceable. Likewise, any amendment of a provision of the Bylaws which is inconsistent with any provision of the Declaration is ineffective to amend the Declaration (which can only be amended as set forth therein) and also void and unenforceable.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 14.01. Seal. The Association shall have a corporate seal which shall contain the corporate name of the Association, the year of its incorporation and the word "Virginia" and which shall be in such form as may be approved by the Board of Directors.

Section 14.02. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end of the last day of December in each year.

Section 14.03. Offices. The Association shall establish a principal and a registered office. The principal office may, but need not, be at the same place as the registered office. Such additional offices as the business of the Association may require may also be established, and the establishment of all offices shall be pursuant to resolution adopted by the Board of Directors.

The foregoing Bylaws were adopted by the Board of Directors of the Association by unanimous consent effective October 11, 2021.

Jason Dressel
Secretary