

**BYLAWS OF**  
**LONGHILL STATION HOMEOWNERS' ASSOCIATION, INC.**  
**A VIRGINIA NONSTOCK CORPORATION**

**ARTICLE I -GENERAL PROVISIONS**

**Section 1.1:** **Corporate Seal:** The corporate seal of the Association shall be circular and shall have inscribed thereon, within and around the circumference, the following: "Longhill Station Homeowners' Association, Inc." In the center of the seal will be the phrase: "Corporate Seal, 1997, Commonwealth of Virginia." The Association is a non profit, nonstock corporation created under the Nonstock Corporation Laws of the Commonwealth of Virginia as set forth in Chapter 10, Title 13.1 of the 1950 Code of Virginia, as amended.

**Section 1.2:** **Corporate Stock:** The Association has been formed as a Virginia non-stock corporation in accordance with Chapter 10, Title 13.1 of the Code of Virginia. No shares of stock are authorized.

**Section 1.3:** **Fiscal Year:** The fiscal year of the Association shall be the calendar year.

**Section 1.4:** **Terms:** The terms "Association", "Owner", "Members", "Developer", "Properties", "Common Area", "Lot", "Mortgage", and all other defined terms mean the same as defined in the Declaration of Covenants, Conditions and Restrictions of Longhill Station, Section 1A & 1B, recorded in Book 2164, pages 162 through 187, in the Office of the Clerk of Circuit Court, James City County, Virginia.

**Section 1.5:** **Absentee Owner:** Means Owners who do not live on the Properties.

**Section 1.6: Membership and Voting Rights:** The Members of the Association (which includes the Owners and/or the Developer) and their voting rights are defined in the Articles of Incorporation. Whenever referred to herein, calculations or totals of the Members mean and refer to the number of votes of the Members, not the number of unique Members.

**Section 1.7: Amendments:** The officers and Directors of the Association may propose and/or advocate one or more amendments to the bylaws at any duly called meeting of the Members at which advance written notice has been provided regarding the proposed amendment(s). Amendments to the bylaws may only be approved by affirmative vote of at least three-quarters (3/4) of the Members. So long as there are Class B members, HUD/VA shall have the right to veto amendments to these Bylaws, by giving written notice of such veto to the corporation within fourteen (14) days of HUD/VA's receiving notice of action taken by the corporation to amend these Bylaws.

**Section 1.8: Construction:** In the event any portion of these Bylaws now or hereafter conflicts with any act of the General Assembly of Virginia or the Articles of Incorporation, then, where reasonable, all three sources of authority shall be read so as to give effect to each authority. In the event the sources of authority are hopelessly in conflict, then they should be read and given effect in the following order of priority: (a) the acts of the General Assembly of Virginia; (b) the Articles of Incorporation, as amended from time to time; and (c) these Bylaws.

## **ARTICLE II - MEMBERS AND MEMBERSHIP MEETINGS**

**Section 2.1: Place of Meetings:** Meetings of the Members will be held in James City County, Virginia at a place to be specified in the notice of each meeting.

**Section 2.2: Annual Meeting:** An annual meeting of the Members for the election of officers will be held on the second (2nd) Monday of August of each year, or at the discretion of the President, not more than forty-five (45) days prior to the date on which the Association's annual report is due to be filed with the Virginia State Corporation Commission, or at such other time and place as the Board of Directors shall elect. But in no event shall the annual meeting of the Members occur more than fourteen (14) months after the previous annual meeting.

**Section 2.3: Special Meetings:** Special meetings of the Members may be called by either, the Board of Directors, or not less than twenty-five percent (25%) of the Members. The authority of the Members to call special meetings is expressly for and limited to addressing concerns of the Members that are not being addressed to their satisfaction by the Board of Directors. Before calling a special meeting, the petitioning Members must present specific concerns in writing to the President and each individual member of the Board of Directors. In the event such concerns are not adequately addressed by the Board of Directors, then the petitioning Members holding 25% or more of the eligible votes may demand that the Board of Directors either resolve all of the issues raised within four (4) weeks or call a special meeting of the Members to address such concerns. The Board of Directors must either resolve the issue, devise a plan of action, or schedule the special meeting and notify the Petitioners within four (4) weeks of the date such written demand for a special meeting is delivered to the President and all of the members of the Board of Directors. If the Board of Directors fails to act on the issue in the time allowed, the Members may give notice and call a special meeting otherwise in accordance with this Section 2.3.

The process by which the Members may call a special meeting is: (1) the signatures of twenty-five percent (25%) or more of the voting members calling the meeting must be presented to the President of the Board; and (2) the Association Secretary shall give notice to the Members of the special meeting, as outlined in Section 2.4. Special meetings will be confined to the subject stated in the notice of meeting.

Section 2.4: Notice of All Meetings: Persons calling a meeting must give written notice stating the place, day and hour of the meeting. The purposes or agenda of all meetings must be stated in the notification of the meeting. Notification of meetings must be given to the Members not less than fourteen (14) days nor more than thirty-five (35) days prior to the meeting date. Notification must be made either by mail or hand delivered to the address of record for each member of record entitled to vote at the meeting. All Members, including Absentee Owners, are responsible to notify the Association Secretary of their current address. The Association Secretary must mail all notices to Absentee Owners, if any, not less than fourteen (14) days prior to any scheduled meeting. Notice will be considered given when mailed or hand delivered to the Member or the address of record for the Member.

Notice of a meeting to act upon: (1) an amendment of the Articles of Incorporation; (2) a reduction of stated capital; (3) a plan of merger or consolidation; or (4) expenditures other than normal and ordinary maintenance, operation, management and insurance expenses, must be given in the manner provided above, or as provided in the Articles of Incorporation of Longhill Station Homeowners' Association, Inc., or in Chapter 10, Title 13.1 of the 1950 Code of Virginia, as amended.

**Section 2.5: Proxies:** Proxies must: (1) be in writing; (2) specify the meeting date; (3) be signed by the Member giving the proxy; and (4) be filed with the Secretary prior to the start of the meeting. For meetings that are called to vote for special assessments, a quorum of not less than two-thirds (2/3) of the Members is required. If a quorum for any meeting is not present, the meeting will be adjourned. After two (2) meetings at which a quorum is not obtained, the Board of Directors will have the authority to resolve the issue for which the meeting was called.

**Section 2.6: Voting:** In order to be eligible to vote and to be entitled to notice of any meeting, an Owner must be current in the payment of homeowner's fees as recorded by the Association Treasurer.

**Section 2.7: Waiver of Notice:** The Members may waive their right to notice of meetings in writing. Waiver of right to notice must be signed by the Owner(s) and filed with the Association Secretary.

### **ARTICLE III - DIRECTORS AND DIRECTORS' MEETINGS**

**Section 3.1: General Powers:** The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall be the executive officers of the Association and shall have general charge of the business, affairs, and property of the Association, with charge over its officers, agents and employees. Duties of the Board of Directors shall include all normal and ordinary maintenance, operation, management and insurance of the Property.

**Section 3.2: Number, Quorum, and Qualifications:** The number of directors on the Board of Directors of the Association shall be a minimum of one (1) and a maximum of seven (7).

A majority of the Directors then-sitting must be present in order to have a quorum. All Directors must be Members.

Section 3.3: Nomination and Election of Directors; Term; Vacancies: Nominations for the Board of Directors may be made by a Nominating Committee appointed by the Board a minimum of one month prior to the annual meeting. Nominations may also be made by individual Members in attendance at the annual meeting. At the annual meeting each year, the Members will elect or re-elect by secret ballot all of the Directors to serve for a term of one year. In case of a vacancy in the Board of Directors, the remaining Directors will appoint a Member to fill the vacancy. In the event that a Director's seat has been vacant for sixty (60) days or more and the remaining Directors have failed or refused to elect a substitute Director, then the Members may elect one or more substitute Directors, as necessary, to complete the remaining term(s) of office.

Section 3.4: Removal: Directors may be removed by a majority vote of the quorum of Members present at a special meeting called expressly for that purpose (see Section 2.3).

Section 3.5: Regular Meetings: Regular meetings of the Board of Directors will be held quarterly at a suitable location in order that any Owner wishing to attend can do so. Dates of regular meetings of the Board of Directors will be published from time to time in the newsletter for the Association or, alternatively, the Board of Directors may elect to post a sign in a conspicuous location identified in advance by the Directors for periodic posting of important notices, or provide such other notice as is reasonably calculated to inform the Members of the date, time and place of such meeting. No additional notice to the Members need be given. Reports of the decisions and actions of the Board at each regular meeting will be distributed quarterly in a newsletter to all the Members.

**Section 3.6: Vote at Board of Directors' Meetings:** At all meetings of the Board of Directors, all questions will be decided by a majority of votes of the Directors.

**Section 3.7: Special Meetings:** Special meetings of the Board of Directors will be held when called by any board member, and at such place as the President or Board of Directors may direct.

**Section 3.8: Notice:** Notice of special meetings of the Board of Directors must be in writing and given to each Director at least three (3) days prior to the date of the meeting and must set forth the purpose for which the meeting is called. Notice of such special meetings must be delivered to the Directors in accordance with the requirements and procedures described in section 2.4 above, provided that, in the event the needs of the Association reasonably require, advance notice to the Directors of the meeting shall not be required, but minutes of the meeting must be published and made available to the Members within a reasonable time thereafter.

**Section 3.9: Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 3.10: Board of Directors' Committees:** The Board of Directors may appoint committees of the Members and/or non-Members with limited powers as needed and appropriate to carry out the business of the Association. Such committees shall serve for a specific period of time designated by the Board.

#### **ARTICLE IV - OFFICERS**

**Section 4.1: Election, Removal, and Duties:** The officers of the Association will be a President, Vice President, Secretary, and Treasurer.

At the conclusion of the election of the Board of Directors at the annual meeting, the Members will elect a President, Vice President, Secretary, Treasurer and such other officers as the Board of Directors may from time to time require. Officers may hold more than one office. All officers shall serve for a term of one year or until their respective successors are elected, whichever is longer. Any officer may be removed at any time by a vote of the Members (see Section 2.3). Vacancies among the officers will be filled by the Board of Directors. In the event that an officer's position has been vacant for sixty (60) days or more and the Board of Directors have failed or refused to elect a substitute officer, then the Members may elect one or more substitute officers, as necessary, to complete the remaining term(s) of office. The officers of the Association will have such duties as generally pertain to their respective offices, as well as such additional powers and duties as may be delegated to them from time to time by these Bylaws and/or the Board of Directors.

Section 4.2: The President: The President shall preside at all meetings of the Members and of the Board of Directors using Robert's Rules of Order: Modern Edition. The President will do and perform such other duties and may exercise such other powers as may be assigned to him or her from time to time by these bylaws or by the Members. If the elected President is unable to attend any meeting of the Board of Directors, the Vice President or other attending officer shall be empowered to call the meeting to order and act as President for that meeting only, unless or until the President returns and assumes control of the meeting.

Section 4.3: Vice President: The Vice President shall assist the President in the performance of his or her duties and shall preside, in the President's absence or at the President's direction, at all meetings of the Members and Directors. The Vice President shall do and perform



such other and additional duties and may exercise such additional powers as may be assigned to him or her from time to time by the President and/or the Directors.

**Section 4.4: Secretary:** The Secretary shall: (a) record all the proceedings of the meetings of the Members and Board of Directors of the Association in a book to be kept for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Virginia law; (c) be responsible for the care and safekeeping of the records of the Association and the Board of Directors; (d) be custodian of the seal of the Association, and, if requested or required, see that the seal is affixed to all documents on behalf of the Association; (e) see that all books, reports, statements, certificates and the other documents and records required by law to be kept or filed are properly kept or filed, whether in the physical care and custody of the Secretary, or in the custody of the attorney or management agent for the Association; and (f) in general, perform all duties and have such additional powers incident to the office of Secretary as may be assigned to him or her from time to time by these bylaws, the President, or by the Board of Directors.

**Section 4.5: The Treasurer:** The Treasurer will: (a) be responsible for supervising the funds, securities, receipts, and disbursements of the Association; (b) collecting all fees, dues and assessments of the Association; (c) deposit all monies and other valuable effects of the Association in its name and to its credit, in such federally insured financial institutions as selected by the Board of Directors; (d) when duly authorized, disburse the funds of the Association by checks or drafts upon the authorized financial institution of the Association; (e) obtain and file proper vouchers for all monies disbursed; (f) keep, at a place designated by the Board of Directors, correct books of account of all its business and transactions; (g) present, in writing, to

the Board of Directors, the officers, or the Members whenever requested, an account of the monies received and disbursed; (h) be empowered to require from the officers or agents of the Association reports or statements giving such information as needed with respect to any and all financial transactions of the Association; (i) prepare before every annual/special meeting a complete list of the Members eligible to vote at the meeting, and issue ballots to those eligible to vote; and (j) in general, perform all duties and have all normal powers of the office of Treasurer and perform all such other duties and have such additional powers as may be assigned from time to time by these bylaws, the President, or by the Board of Directors.

#### **ARTICLE V CONTRACT, LOANS, CHECKS AND DEPOSITS**

Section 5.1: Contracts: The Board of Directors may authorize the President or his or her designee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. All contracts exceeding one thousand dollars (\$1000.00) in cost or value must be signed by the President and one other officer or Director. Expenditure of Association monies other than in the normal and ordinary course of maintaining, operating, managing or insuring the Properties, must be approved by a majority vote of the Members.

Section 5.2: Loans: No loans will be contracted on behalf of the Association and no evidences of indebtedness will be issued in the name of the Association unless and until the same is authorized by a two-thirds (2/3) majority of the Members.

Section 5.3: Checks: All checks issued in the name of the Association must be signed by any two of the following persons: the Treasurer, the President, and/or the Directors.

**Section 5.4: Deposits: All incoming funds of the Association will be immediately deposited into the Association checking account in the financial institution the Board of Directors has selected.**

CERTIFICATE

I, Frances K Barber, duly elected Secretary of LONGHILL STATION HOMEOWNERS' ASSOCIATION, INC., a Virginia nonstock corporation, do hereby certify that the foregoing bylaws of LONGHILL STATION HOMEOWNERS' ASSOCIATION, INC., a Virginia nonstock corporation, are the bylaws which were adopted by unanimous written consent of all of the Members and Board of Directors of said corporation dated on the 24<sup>th</sup> day of September, 1997.

Frances Barber  
Secretary