

BEL ARBOR COMMUNITY ASSOCIATION, INC.
AMENDED AND RESTATED
BYLAWS



15 July 2009

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ARTICLE I - NAME, LOCATION AND DEFINITIONS

Section 1.1 Name and Location The name of the corporation is the Bel Arbor Community Association, Inc. (the "Association"). The principal office of the Association shall be located at an office as designated by the then current Board of Directors, but meetings of the Members and Board of Directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

Section 1.2 Definitions A Member in good standing is defined as a Member not in arrears more than thirty (30) days on assessments or any other financial obligation to the Association. Other definitions shall be as stated in Article II of the Amended and Restated Protective Covenants of the Bel Arbor Community Association, Inc. dated January 14, 2009 and recorded January 21, 2009, in the Clerk's office of the Circuit Court of Chesterfield County, Virginia, in Deed Book 8560, pages 0882 through 0907, et seq., and any future amendments thereto.

ARTICLE II – ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 2.1 Annual Membership Meeting. The annual membership meeting of the Association for the election of directors and the transaction of such other business as may come before the Members shall be held each year on the first Wednesday of December. The place and time of such meeting shall be established by the Board of Directors.

Section 2.2 Special Meeting of the Membership. A special meeting of the membership may be called upon one of the following actions:

A. The President calls a meeting or a meeting is requested by a majority of the Board of Directors; or

B. Upon presentation of a petition to the Secretary, signed by a majority of the Members in good standing, requesting such meeting.

The notification of a special meeting shall specify the issue(s) to be considered at the meeting and only the issue(s) specified in such notification shall be addressed.

Section 2.3 Notices:

A. *Annual Membership Meeting.* Written notice shall be provided to each member by the Secretary or management firm by placing such notice in the United States mail at least fourteen (14) and no more than twenty-eight (28) days in advance of the meeting. Such notice shall specify the date, time, place and purpose of the meeting.

B. *Special Meeting.* Notice, reasonable under the circumstances, of a special meeting shall be provided to each Member as soon as the Board of Directors is aware of the requirement for such meeting. If sufficient time is available, the Board of Directors shall cause notice of such meeting to be conveyed to each member by e-mail, document placed in paper boxes, etc., at least seven (7) days in advance of the meeting date. Otherwise, the Board of Directors shall determine what they consider to be the best means of notification and implement same. Notices shall specify the date, time, place and purpose of the meeting.

Section 2.4 Directed Proxies. At all meetings of Members, each Member in good standing may vote only in person or by directed proxy. All proxies shall be in writing in accordance with the form of proxy approved from time to time by the Board of Directors. All proxies shall be filed in accordance with instructions on the proxy prior to the meeting being called to order at which the

vote is to be cast. Every proxy shall be revocable upon actual receipt of such revocation in writing by the presiding officer of the meeting. A proxy shall be revoked (1) upon conveyance by the Member of the Lot to which the vote pertains, (2) if not signed by a member or otherwise not properly completed, (3) signed by a member not in good standing, or (4) the member casting the proxy personally attends the meeting. Every proxy shall automatically become invalid upon adjournment of the meeting for which the proxy was cast.

Section 2.5 Quorum. The presence at an annual or special membership meeting of one-third (1/3) of the total membership, or Members and valid directed proxies of Members, and all being in good standing shall constitute a quorum for any action except as otherwise may be provided for in the Articles, Virginia Non-Stock Corporation Act, Virginia Property Owners' Association Act, Protective Covenants or these Bylaws.

If a quorum is not present or represented at a meeting, the presiding officer shall adjourn the meeting without notice other than announcement at the meeting. If such adjournment occurs, the meeting may be rescheduled subject to the same notice requirement as the adjourned meeting. Any business may be transacted during the rescheduled meeting which might have been transacted at the original meeting.

Section 2.6 Disruptive Behavior. Disruptive behavior is not anticipated or expected from members of the Association and other attendees during any meeting. All members and other attendees are expected to conduct themselves in an orderly and courteous manner. If actions by members or other attendees during a meeting are considered sufficiently disruptive by the presiding officer, he/she in his/her sole discretion may adjourn the meeting.

ARTICLE III- BOARD OF DIRECTORS: ELECTION, TERM AND REMOVAL

Section 3.1 Election of Directors. Except as otherwise expressly required by the laws of the Commonwealth of Virginia, the Articles of Incorporation, Protective Covenants or these Bylaws, all of the Association's powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors consisting of five (5) directors. At each annual membership meeting in December, directors shall be elected to replace those directors whose terms expire in December. The Members receiving the greatest number of votes cast by written ballot or directed proxy by Members in good standing shall be elected. Directors shall be members of the Association and may be elected for an unlimited number of terms.

Section 3.2 Candidates for Election. Members in good standing may submit a Candidate Application Form for election to the Board of Directors. This application form with instructions shall be provided to all Members in the month of September by the Election Committee. Copies of all properly completed and submitted application forms by Members in good standing shall be included with the notification of the annual membership meeting.

Section 3.3 Duration of Office. The terms of the elected directors shall be staggered, with the election of two (2) directors biannually and three (3) directors in alternating years. All directors shall be elected for two (2) year terms. Beginning September 2009 the terms of three (3) directors whose terms began when elected at the annual September 2007 membership meeting shall be

extended until December 2009 and the two (2) directors whose terms began when elected at the annual membership meeting in September 2008 shall be extended until December 2010.

Section 3.4 Removal of a Director. Any director may be removed from the Board of Directors, with or without cause, by a majority vote (ballots and directed proxies) of all votes entitled to be cast by Members in good standing and at a meeting at which a quorum is present. The presence of one-third (1/3) of the Members, or Members and valid directed proxies of Members, and all being in good standing shall constitute a quorum. The meeting notice shall state the purpose, or one of the purposes, of the meeting is removal of the director. The successor to the director so removed by the Members shall be elected by the Members at the time of such removal.

Section 3.5 Board of Directors May Declare Vacancy. The Board of Directors may, by majority vote, declare the position of a member of the Board of Directors to be vacant if such member is absent from three (3) consecutive regular meetings of the Board of Directors.

Section 3.6 Mid-term Vacancy. In the event that a director is removed by the Board pursuant to Section 3.5, or resigns, or otherwise ceases to be a director (other than removal by vote of the Members pursuant to Section 3.4) prior to the expiration of his or her term, the Board of Directors shall appoint, by majority vote of the remaining directors, a temporary successor to fill the vacancy for the unexpired term of the predecessor.

Section 3.7 Compensation. No director shall receive any type of compensation for any service he/she may render to the Association. However, a director may be reimbursed for his/her actual and reasonable expenses incurred for the benefit of the Association provided such expenses were incurred with the prior approval of the Board of Directors and supported by a receipt(s) for such expenses.

ARTICLE IV- MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Board of Directors Meetings. The first regular official meeting of the newly elected Board of Directors shall be held during the month of January following the annual membership meeting in December.

Section 4.2 Regular Meetings. Regular meetings of the Board of Directors shall be held not less frequently than quarterly.

Section 4.3 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or any two (2) directors. Members and directors shall receive at least seven (7) days advance notification of the date, time, place and purpose of the meeting. Only the issue(s) specified in the notification shall be considered at the meeting. Notice to Members of emergency meetings, reasonable under the circumstances, shall be given contemporaneously with the notice provided to members of the Board of Directors.

Section 4.4 Notice. Notice of the date, time and place of each regular meeting of the Board of Directors or of any subcommittee or committee thereof shall be published where it is reasonably calculated to be available to a majority of Members and shall be sent by first-class mail or e-mail to any Member requesting such method of notice.

Section 4.5 Quorum. A minimum of three (3) directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V-BOARD OF DIRECTORS POWERS AND DUTIES

Section 5.1 Board of Director Powers. In addition to all other powers, duties and authority granted in these Bylaws or the Protective Covenants, plus all powers conferred by law or inferred from obligations imposed by them, the Board of Directors shall have the power to:

- A. Exercise for the Association the right to improve or develop the Common Areas;
- B. Contract with firms for the purpose of providing required services such as, but not limited to management, ground maintenance, irrigation maintenance and financial audits;
- C. Establish such committees as may be deemed necessary by the Board of Directors to assist in carrying out its duties and obligations in the management of the Association's affairs.

Section 5.2 Board of Director Duties. In addition to all other duties imposed by these Bylaws or the Protective Covenants, it shall be the duty of the Board of Directors, or the contracted management firm, to:

- A. Cause to be kept a complete record of all its acts and corporate affairs;
- B. Supervise all officers and agents of the Association, and insure their duties are properly performed;
- C. As more fully provided in the Protective Covenants:
 - 1. Fix, from time to time, the Annual Operating Assessment, Special Assessments, and Special Assessments to Remedy Unsightly Conditions, as referenced and discussed in Article V of the Protective Covenants.
 - 2. Send written notice of the assessment to each Member as required by the Protective Covenants;
 - 3. Establish, from time to time, the amount of the late payment fee for assessments not paid within five (5) days of the due date, as provided in the Protective Covenants;
 - 4. Foreclose the lien against any Lot for which assessments are not paid when due within thirty (30) days following written notice to the note holder(s) under all deeds of trust or mortgages constituting a lien against the Lot, if the lien is not satisfied within such period;
 - 5. Issue, upon a legal request by a real estate agent, contract purchaser or mortgagee, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. A certificate as to the status of assessments shall be binding upon the Association as of the date of its issuance;
 - 6. Procure and maintain adequate liability and hazard insurance on property owned or leased by the Association, in accordance with Article VI of the Protective Covenants;
 - 7. Cause all officers having fiscal responsibilities to be bonded, if reasonably available; and
 - 8. Maintain the Common Area.

ARTICLE VI- OFFICERS

Section 6.1 Enumeration of Officers. The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. There shall also be a Director-at-Large. Officers shall be elected by the Board of Directors by a majority vote.

Section 6.2 Election of Officers. The election of officers and announcement thereof to the membership shall take place during the month of December immediately following the annual membership meeting.

Section 6.3 Terms. Each officer shall serve in a particular office for a term of one (1) year beginning in December. An officer may be re-elected for an unlimited number of terms.

Section 6.4 Removal and Resignation. An officer may be removed from office, with or without cause, by a majority vote of the Board of Directors. An officer may resign at any time by giving written notice to the Board of Directors, 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 6.5 Vacancies. In the event of a vacancy on the Board of Directors, a new board member shall be installed in accordance with Section 3.4 or 3.6. The newly formed Board of Directors shall then meet, elect and announce their new slate of officers.

Section 6.6 Multiple Positions. The position of Secretary and Treasurer may be held by the same officer. No director shall simultaneously hold more than one of any of the other officer positions.

Section 6.7 Duties of Officers. The duties of the officers are as follows:

- A. **President.** The President shall preside at all meetings of the Membership and the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all contracts, agreements and other written instruments. In addition, the President shall exercise and discharge such other duties as may be required by the Board of Directors, and shall have the rights and duties of a president of a non-stock corporation under the Virginia Non-Stock Corporation Act, not inconsistent with the Virginia Property Owners Association Act.
- B. **Vice-President.** The Vice President shall act in the place and stead of the President in event of the President's temporary absence or inability to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.
- C. **Secretary.** The Secretary shall record the votes of members and keep the minutes of all meetings and proceedings of the Board of Directors and provide a draft of the same to the directors for their review ten (10) days thereafter; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records reflecting the Members of the Association together with their addresses; and to perform such other duties as required by the Board of Directors.
- D. **Treasurer.** The Treasurer shall review monthly financial reports from the management firm to insure deposits and disbursements are all inclusive, accurate, authorized and timely; maintain and distribute to the Board of Directors the monthly financial records received from the management firm with necessary comments; cause an annual audit of the Association financial

records to be conducted by a certified public accounting firm at the completion of each fiscal year; prepare a draft annual budget and a statement of income and expenditures to be presented to the Board of Directors in October of each year; and perform other duties as required by the Board of Directors.

ARTICLE VII- LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 7.1 Liability and Indemnification of Officers and Directors. The Association shall limit the liability of its officers, directors and duly appointed committee members and shall provide for the indemnification of officers, directors and committee members of the Association against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon them or any of them in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which any such person may be made a party by reason of being or having been an officer, director or committee member of the Association, regardless of whether he is an officer, director or committee member at the time such expenses are incurred. The officers, directors and committee members shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their gross negligence or their own individual willful misconduct or bad faith. The officers, directors and committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers, directors or committee members are liable as Owners) and the Association shall indemnify and forever hold each officer, director and committee member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director or committee member, or former officer, director or committee member may be entitled.

Section 7.2 Exculpation of the Association. The Association shall not be liable for injury or damage to any person or property caused by the elements or by any Member, or any other person, or resulting from electricity or water, snow or ice upon or which may leak or flow from any portion of any Common Area or from any pipe, drain, conduit, appliance or equipment. The Association shall not be liable to any Member for loss or damage, by theft or otherwise, of articles from any part of the Common Area. No diminution or abatement of any assessments shall be claimed or allowed for inconvenience or discomfort arising from the making of repairs or improvements to any Common Area or from any action taken by the Association to comply with any law, ordinance or with the order or directive of any municipal or other governmental authority.

ARTICLE VIII – COMMITTEES

- A. *Architectural Control Council.*** The Board of Directors shall appoint an Architectural Control Council (ACC) and such other architectural review committees as it deems necessary to assist with the architectural review and control of Bel Arbor pursuant to Article 7 of the Protective Covenants.
- B. *Election Committee.*** An Election Committee shall be appointed by the Board of Directors during their first meeting in January of each year. The Election Committee shall consist of a

chair and two (2) additional members. The purpose of the Election Committee shall be to assist the Board of Directors, as instructed, in administratively preparing for and carrying out annual elections. Tasks shall include, but are not limited to, development of a ballot, directed proxy, candidate application form with letter of transmittal, and assist in the election process by collecting, validating, and/or tabulating ballots and directed proxies. The Election Committee shall forward to the Board of Directors for inclusion with the annual membership meeting notification all properly completed and submitted Candidate Application Forms received from members in good standing for election to the Board of Directors. If there are fewer candidates than vacancies, the committee shall make a reasonable effort to attract additional candidates. Nominations of candidates may also be made by Members from the floor at the annual membership meeting.

C. *Additional Committees.* The Board of Directors shall appoint other committees as deemed appropriate to carry out the purposes of the Association.

ARTICLE IX - MANAGEMENT FIRM

Section 9.1 Management Firm. The Board of Directors may in its sole discretion engage a management firm to act as its agent in carrying out specified duties including the collection and enforcement of assessments, and such other duties which are regular and prudent to delegate to a management firm. All agreements with a management firm shall be in writing, shall be for terms not exceeding two (2) years, may be renewable in one (1) year increments, shall be terminable by the Association, with or without cause, upon not more than ninety (90) days notice and shall contain adequate provisions indemnifying the Association for any wrongful acts of the management firm.

ARTICLE X - AMENDMENTS AND CONFLICTS

Section 10.1 Amendments. These Bylaws may be amended at a regular or special meeting of the membership at which a quorum, as defined in Section 2.5 above, is present. An affirmative vote by more than two-thirds (2/3) of the Members in attendance, or valid directed proxies of Members, shall be required for an amendment to be valid.

Section 10.2 Conflicts. The Virginia Non-Stock Corporation Act, Articles of Incorporation, Virginia Property Owners Association Act, and Amended and Restated Protective Covenants, in that order, shall have precedence over these Bylaws should a conflict exist.

ARTICLE XI – INTERPRETATION

Section 11.1 Governance These Bylaws shall be governed and construed in accordance with the laws of the Commonwealth of Virginia.

ADOPTED BY THE MEMBERSHIP OF BEL ARBOR COMMUNITY ASSOCIATION, INC.,
ON 15 July 2009.