

BY-LAWS WOODLAKE CROSSING HOMES ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the Corporation is WOODLAKE CROSSING HOMES ASSOCIATION, hereinafter referred to as the Association. The mailing address of the corporation shall be P.O. Box 8099, Tabb, Virginia, 23693, with ¹ meetings of members and directors held at such places within the State of Virginia, reasonably convenient as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to WOODLAKE CROSSING HOMES ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

(Deleted)².

Section 6. ² "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk for the Circuit Court for York County, Virginia.

Section 7. ².

a. "Member" shall mean all Lot owners, and when more than one person holds an interest in any Lot, all such persons shall be members. A member is considered to be a "Member in Good Standing" if and only if the annual assessment for the lot(s) they hold interest in has been paid in full. ².

b. A Member in good standing may designate a non-owner resident who has all the right of membership except voting rights and the right to hold office. ².

Section 8. A member in good standing is entitled to one "Vote" for each lot owned. When more than one member holds interest in any Lot the Vote for such Lot shall be exercised as they determine, but in no event shall more than one Vote be cast with respect to any lot. ².

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. Each regular annual meeting of the members shall be held in November of each year at a date and time prescribed by the Board of Directors.⁵

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 cast one-fourth (1/4) - of the vote. ²

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 meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) ⁴ 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(s) of the meeting. ²

Section 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, one-fourth (1/4) ¹ of the vote ² shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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 be represented.

Section 5. Proxies. At all meetings of members, each Vote may be cast in person or by proxy assigned to another member in good standing. All proxies shall be in writing and filed with the secretary prior to the casting of the vote. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. ²

Section 6. Roberts Rules of Order (Revised) will govern all meetings of the membership unless, from time to time, they are modified by a three-fourths (3/4) majority of a duly constituted quorum of the Board of Directors. A copy of the modified rules of order shall be provided to each member with the notification of the membership meeting. ²

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who should be members in good standing of the Association. ²

Section 2. Term of Office. At each November annual meeting the members shall elect directors to fill expired terms, each for a term of three (3) years. ⁵

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 present at a duly constituted meeting. In the event of death, resignation or removal of a director, an interim board member, who must be a Member in Good Standing of the Association, shall be selected by the remaining members of the Board and shall serve until the next

annual meeting. At such annual meeting a replacement board member shall be elected by the members to serve the unexpired term.⁵

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 SELECTION 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 shall be made from among members in good standing.²

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 monthly meetings of the Board of Directors shall be held at a place and hour as determined by the Board at their first board meeting. The Board is required to notify the members of any change to the place or hour of subsequent regularly scheduled monthly Board meetings.²

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 one (1) day 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.

Section 4. Order of Proceedings. Roberts Rules of Order (Revised) will govern all

meetings of the Directors except as may, from time to time, be modified by three-quarters (3/4) of the Directors representing a quorum at a duly constituted meeting. ².

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days 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, the Articles of Incorporation, or the Declarations;

(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; and

(e) contract an individual, individuals, or an independent contractor, as they deem necessary, and to prescribe their duties. ².

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 biannual meeting(s) of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Vote; ².

(b) supervise all officers, agents and review independent contractors performing services for the Association, and to see that their duties are satisfactorily performed; ².

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least three (3) days in advance of each annual assessment period; and ².

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

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

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

(g) cause the Common Area to be maintained;

(h) elect the officers and appoint committees and may appoint committee members and chairpersons as hereinafter provided. ².

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, a vice president, a secretary, and a treasurer, who shall at all times be a member of the Board of Directors, and such other officers as the Board may from time to time by resolution create. ².

Section 2. Election of Officers. The election of officers shall take place at the first regularly scheduled meeting of the Board of Directors following each November meeting of the members. ⁵.

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/appoint such other officers and officials 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. ².

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 the 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 replaced.

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; receive requests, process, bill and deliver disclosure packages as provided for by the Virginia Property Owners Association Act (Virginia Code Section 55-512) ¹; and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies 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 financial examination ³ of the Association books to be made by a committee consisting of at least three disinterested Members ⁴ at the completion of each fiscal year; cause to be filed all Local, State and Federal Tax Returns required by law ¹; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the members.

ARTICLE IX COMMITTEES

The Association and/or the Board of Directors shall appoint such committees as deemed appropriate in carrying out its purposes.

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 Declaration of Covenants, Conditions, and Residential Restrictions; the Articles of Incorporation; copies of Board Resolutions; 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 a reasonable cost. ²

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are

not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: WOODLAKE CROSSING HOMES ASSOCIATIONS.

ARTICLE XIII AMENDMENTS

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

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

ARTICLE XIV MISCELLANEOUS

The fiscal 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 first fiscal year shall begin on the date of incorporation

ENDNOTES

1. As amended by the general membership, November 24, 1990
2. As amended by the general membership, November 14, 1991
3. As amended by the general membership, November 12, 1992
4. As amended by the general membership, April 4, 2001
5. As amended by the general membership, April 20, 2017