

**BYLAWS  
OF  
STONESIFFER HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**Definitions**

**"Association"** shall mean and refer to Stonesiffer Homeowners Association, Inc., a Virginia nonstock corporation, its successors and assigns. The Association is sometimes referred to herein as the Corporation.

**"Board of Directors"** shall mean and refer to the Board of Directors of the Association and any board, group or entity of the successor or assign to the Association serving in a comparable capacity to the Board of Directors of the Association.

**"Declaration"** shall mean and refer to the Deed of Dedication and Restrictive Covenants as it may from time to time be amended or supplemented.

**"Dwelling Unit"** shall mean and refer to any physical structure approved for habitation by the Building Department of Orange County, Virginia.

**"Lot"** shall mean and refer to any plot of land shown upon any Plat of the Property upon which a Dwelling Unit(s) could be constructed in accordance with Orange County Zoning Ordinances and applicable laws of the Commonwealth of Virginia in effect from time to time.

**"Member"** shall mean and refer to a member of the Stonesiffer Homeowners Association, Inc. The term member may also be referred to as Lot Owner.

**"Owner"** shall mean and refer to the record owner, whether one or more persons or entities, of any Dwelling Unit which is part of the Property but excluding in all cases any party holding an interest merely as security for the performance of an obligation.

**"Person"** shall mean and refer to any individual, corporation, joint venture, partnership, association, Joint Stock Company, trust, unincorporated organization or government or any agency or political subdivision thereof or any other separate legal entity.

**"Property"** shall mean and refer to those certain lands in Orange County, Virginia more particularly described in the Declaration, together with such additional lands as have been subjected to the Declaration.

**"Resident"** shall mean and refer to (i) each individual occupying any Dwelling Unit pursuant to a lease agreement with the Owner; (ii) members of the immediate family of such individual or of an Owner who actually resides with the property and the same household with each such individual or Owner; and (iii)

any person who has a fixed place of habitation at a Dwelling Unit or any such individual or Owner to which, whenever he/she is absent, he/she has the intention of returning.

## ARTICLE II

### Membership

**Section 2.1. Membership.** All Lot owners will be included in the membership as described in Article VI of the Article of Incorporation.

**Section 2.2. Rights of Membership.** The rights, privileges and qualifications of membership shall be as set out in the Articles of Incorporation, the Declaration and as provided in these Bylaws.

Section 2.2.1. At no time shall any Lot owner on Stonesiffer Lane be denied access to the Association business.

## ARTICLE III

### Meetings

**Section 3.1. Association Business Meetings.** The Association shall hold meetings quarterly for the transaction of any business within the powers of the Association. Such quarterly meetings shall be held in the months of March, June, September and December. These meetings shall be held at a time and date to be designated by the Board of Directors. If the Board of Directors does not designate a date and time for a meeting, they such meeting shall be held on the last Sunday of that month, which is not a legal holiday in the Commonwealth of Virginia at 4:00 p.m. Any business of the Association may be transacted at the quarterly meeting with being specifically designated in the notice of such meeting, except such business as is specifically required by statute, the Articles of Incorporation or the Declaration to be stated in the notice. Failure to hold a quarterly meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

**Section 3.2. Special Meetings.** At any time in the interval between quarterly meetings, special meeting of the members may be called by the President, Board of Directors, at least five (5) Lot owners. The specific purpose(s) of the special meeting must be indicated in the notification of such a meeting. Notification of special meetings must be posted to all Lot owners either personally or by mail no less than ten (10) days prior to the scheduled special meeting.

**Section 3.3. Place of Meetings.** All meetings shall be held within the Commonwealth of Virginia as is designated by the Board of Directors from time to time.

**Section 3.4. Quorum.** Unless otherwise provided in the Articles of Incorporation or the Declaration, at any meeting of Members the presence in person or by proxy of Members entitled to cast ten percent (10%) of all the votes entitled to be cast by the Members shall constitute a quorum.

Section 3.4.1. The requirements of a quorum under this section shall not affect the requirement set forth in Article VII of the Articles of Incorporation and the Declaration require 2/3 vote on any amendment to these documents.

## ARTICLE IV

### Voting Rights

**Section 4.1. Votes.** At no time may business be voted on unless a quorum is present to conduct business transactions. Any items may be discussed and debated but under no circumstances shall a vote be taken on any issue without a quorum present. Voting shall be done by Lot, i.e. members owning more than one Lot shall be given the same number of votes as the number of Lots they own.

**Section 4.2. Voting Rights.** Members shall sign in at each meeting in order to have a voting right in business transactions with the exception of proxy voting.

**Section 4.2.1.** Votes cast shall be done to reflect Lot Ownership. Each Lot is given one vote in the Association.

**Section 4.2.2.** The President shall not have the power to vote on any business transactions, with the exception of election votes. The President shall cast the deciding vote if there is a tie vote amongst the Lot owners of the Association in a business transaction.

**Section 4.3. Ballots.** At any time any member may request that casting of votes be conducted on ballots.

**Section 4.3.1.** All election votes must be conducted on paper ballots.

**Section 4.3.2.** Any discrepancies on a paper ballot will eliminate the ballot in the casting of votes.

**Section 4.4. Proxy Voting.** A Member entitled to vote in person may vote by proxy executed in writing by the Member or by his/her duly authorized attorney in fact and filed with the Secretary. No proxy shall be valid after six (6) months from its date unless otherwise provided in the proxy.

**Section 4.5. Absentee Vote.** A Member entitled to vote in person may vote by absentee ballot.

**Section 4.5.1.** Absentee Votes shall only be accepted for election of Officers.

**Section 4.5.2.** Members wishing to obtain an absentee ballot must request this in writing to the Secretary no more than thirty (30) days and no less than fifteen (15) days prior to the election of Officers.

**Section 4.5.2(a).** Absentee ballots must be completed in their entirety and submitted to the Secretary in a sealed envelope with the members signature and date written across the seal of the envelope. This sealed envelope shall be sealed within another envelope that is addressed to the Secretary.

**Section 4.5.2(b).** Absentee ballots shall be given to those Members placed in charge of conducting the count of the ballots. Only those Member appointed by the President to

take count of the ballots shall be allowed to remove the contents of the signed sealed envelope.

## ARTICLE V

### Duties and Powers of Officers

**Section 5.1. Enumeration of Officers.** The Officers of this Association shall be the President, who shall be a Director, a Vice President, who shall be a Director, a Secretary, who shall be a Director, and a treasurer, who shall be a Director. From time to time additional Officers and assistant Officers may be appointed by the Board of Directors. Any two or more offices may be held by the same person except for the office of President.

**Section 5.2. Election of Officers.** The election of Officers shall take place take place at the first annual meeting of the Association.

**Section 5.2.1.** The President shall appoint a Chairperson of the Nomination Committee at the no later than November 1<sup>st</sup> of the preceding year of the election.

**Section 5.3. Term.** The Officers of the Association shall be elected annually and shall hold office for one (1) year until his/her successor is elected and qualified unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 5.3.1.** The Board of Director shall be elected every two (2) years.

**Section 5.4. Special Appointments.** Any Officer may be removed from office at any time by 2/3 vote from all lot owners. Any Officer may resign at any time giving written notice to the Association, 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 5.5. Vacancies.** A vacancy in any office may be filled by appointment by the President. The Officer appointed to the vacancy shall serve for the remainder of the term of the Officer he/she replaces.

**Section 5.6. Duties of the President.** The President shall be the chief operating officer of the Association, shall be available at all meetings of the Members and the Board of Directors, shall have general and active operating management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall act as the Chairman at the meetings of the Board of Directors. He/She shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Association. The President may appoint such committees as he/she deems appropriate in carrying out his/her duties.

**Section 5.7. Duties of the Vice President.** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so

acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribed. The Vice President shall be a member of the Board of Directors.

**Section 5.8. Duties of the Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose. He/She shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. The Secretary shall be a member of the Board of Directors.

**Section 5.9. Duties of the Treasurer.** The Treasurer shall have the custody of the Associations' funds and securities and shall keep fully and accurate accounts of receipts and disbursements in book belonging to the Association and shall deposit all monies and valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds, of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Association, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Association. The Treasurer shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of issuance and expenditures to be prescribed to the Association at its first annual meeting and shall file a copy of each in the records of the Association. The Treasurer shall be a member of the Board of Directors.

**Section 5.10. Board of Director.** The individual elected to serve on the Board of Directors shall attend all meetings of the Board of Directors and all meetings of the Members. He/She shall not hold any other Office in the Association. The Director shall act in accordance with the laws of the Commonwealth of Virginia, the Articles of Incorporation and these Bylaws in representing the best interest of the Lot Owners within the Association.

**Section 5.11. Parliamentarian.** The Parliamentarian shall attend all meetings of the Members and shall have available the Articles of Incorporation, Bylaws and Roberts Rules of Order to ensure that all business transactions during the meeting are being conducted without violation of the prescribed rules and regulations of the Association.

## ARTICLE VI

### Finance

**Section 6.1. Checks, Drafts, Etc.** All checks, drafts and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of the Association, shall unless otherwise provided by resolution of the Board of Directors, be signed by two (2) Officers of the Association, one of whom shall be the President and the other of whom shall be the Treasurer.

**Section 6.2. Fiscal Year.** The fiscal year of the Association shall be the twelve (12) calendar months period ending December 31 of each year, unless otherwise provided by the Board of Directors.

**Section 6.3. Carryover of Unused Funds.** The Association shall not be obligated to spend in any calendar year all the sums collected in such year and may carry forward, as surplus, any balance remaining; nor shall the Association be obligated to apply any such surplus to the reduction of the amount of the assessments in the succeeding year, but may carry forward from year to year such surplus as the Board of Directors in its absolute discretion may determine to be desirable for the greater financial security of the Corporation and the effectuation of its purposes.

## ARTICLE VII

### Management of Bylaws

**Section 7.1. Amendments.** Any and all provisions of these Bylaws may be altered or repealed and new Bylaws may be adopted at any meeting of the Members, or at any special meeting called for that purpose. Changes to these Bylaws must be submitted to the Parliamentarian at least forty-five (45) days prior to the scheduled meeting for change. At least 2/3 vote of all Members must be obtained in order to make any adjustments to the Bylaws.

**Section 7.2. Consistency of Bylaws.** The terms and provisions of the Articles of Incorporation and the Declaration shall be controlling over any inconsistent provision contained in these Bylaws. If business matters are not explained in the Articles of Incorporation, the Declaration, these Bylaws or the laws of the Commonwealth of Virginia, than the ruling shall be made by the Parliamentarian through the use of Roberts Rules of Order.

## ARTICLE VIII

### Board of Directors

**Section 8.1. Powers.** The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors may exercise all the powers of the Association, except such as are, by the laws of the Commonwealth of Virginia, the Articles of Incorporation, the Declaration or these Bylaws, conferred upon are reserved to the Members. The Board of Directors may employ a manager, an independent contractor, and such other employees as they deem necessary, and to prescribe their duties.

**Section 8.2. Duties.** It shall be the duties 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 first annual meeting of the members;
- (b) Supervise all Officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
  - a. Fix the amount of the Annual Assessments against each Lot at least thirty (30) days in advance of each annual assessment period; and
  - b. Send written notice of each assessment to every Owner subject thereto.
- (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 of Directors 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.

## **ARTICLE IX**

### **Annual Assessments**

**Section 9.1. Establishment.** The Board of Directors shall establish the Annual Assessments based on the project budget outlined by the Treasurer.

**Section 9.2. Collection.** Annual Assessments shall be do in two installments, the first being due no later than June 30 and the second being collected no later than December 31.