

BY-LAWS OF THE  
RUNNYMEDE PROPERTY OWNERS ASSOCIATION

ARTICLE I  
DEFINITIONS

The definitions used in these By-Laws are identical to those recorded in the Covenants of the Runnymede Property Owners Association ("Association").

ARTICLE II  
PURPOSE

The purpose of the Association is to provide an organization to promote the recreational, safety, health and welfare of the Runnymede lot owners.

ARTICLE III  
MEMBERSHIP AND VOTING RIGHTS

3.1 Membership. Every person or entity who is an owner of a lot that is subject to the terms of the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. Ownership of such lot shall be the sole qualification for membership. A Mortgagee in possession of a lot shall be entitled to exercise the Owner's rights in the Association with regard to such lot.

3.2 Voting Rights. Members shall be entitled to one vote for each lot in which they hold the ownership interest required for membership by Section 3.1 above. When more than one person holds such ownership interest in any one lot, all such persons shall be members. The vote for such lot shall be exercised as such persons determine among themselves, but in no event shall more than one vote be cast with respect to any lot. All lots are considered equal regardless of size or location.

3.3 Required Majority. Unless otherwise set forth in the By-Laws or the Code of Virginia, a majority of the votes cast by the voting Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. A vote of two-thirds (2/3) of the Members at a meeting where a quorum exists shall be required in order to amend these By-Laws.

ARTICLE IV  
BOARD OF DIRECTORS

4.1 Selection of Directors. Beginning with the first annual meeting of the Association, after approval of these By-Laws, the affairs of the Association shall be managed by the Board of Directors ("BOD" or "Board"). The BOD shall consist of not less than four (4) nor more than six (6) Directors, as determined by vote of the Members at each such annual meeting. However, the Board of Directors in place at the time of approval of these By-Laws shall continue to serve until the next annual meeting. Board members may succeed themselves.

4.2 Qualifications: The Board of Directors shall be members of the Association or their close relatives. Close relatives are spouse, partners, parents, children, and spouse of children.

4.3 Terms of Directors. A member of the Board of Directors shall serve for three (3) years (or less) as elected by the membership. Members are encouraged to stagger terms of office so that continuity is maintained on the Board.

4.4 Offices. The Board will determine the office held by each member. As a minimum, the offices shall be a President, Secretary, and Treasurer and the Chairs of Standing Committees. Other offices may be created as determined by the Board.

4.5 Standing Committees. There will be two standing Committees: The Architectural Control Committee ("ACC") and the Common Area Committee ("CAC"). Committee members, other than the Chair, are nominated by the Committee Chair and approved by the Board of Directors.

4.6 Ad Hoc Committees. From time to time, the Board of Directors may name Ad Hoc Committees to perform specific functions. These Committees shall answer directly to the Board of Directors and will be dissolved when their function is completed.

## **ARTICLE V ASSOCIATION OFFICERS' FUNCTIONS**

5.1 President - The President chairs all meetings of the Association and the BOD or designates a chairperson. The President prepares an agenda for the Association and BOD meetings in coordination with the BOD. Unless designated otherwise, the President is the principal representative to other organizations and assists other officers or committee chairs in performing their functions.

5.2 Secretary - The Secretary records and distributes minutes of meetings of the BOD and the Association. The Secretary maintains all non-financial books and records (soft or hard copies). The Secretary issues all notifications to Association members and prepares correspondence with other organizations.

5.3 Treasurer - The Treasurer receives and distributes the financial resources of the Association. The Treasurer insures that all taxes are filed and paid and insurance is maintained. The Treasurer maintains accurate records and has the records reviewed or audited by an individual outside of the Association familiar with accounting procedures.

5.4 All Officers perform other duties as requested by the President or the BOD.

## **ARTICLE VI STANDING COMMITTEE FUNCTIONS**

6.1 Architectural Control Committee ("ACC"). The ACC shall receive applications for exterior alterations to buildings or lots and determine whether they are appropriate for

Runnymede based on requirements defined in the Covenants. The Committee shall be composed of up to three (3) Runnymede members. Applications must include, but not limited to, a description of the exterior alteration requested, materials and colors, a rendering of the appearance, and completion schedule for modification. This includes new structures in Runnymede as well as exterior alterations to existing structures. Applications are not required for structure removal and identical replacement or repainting with existing colors.

6.2 Common Area Committee (CAC). The CAC shall manage the Common Areas and Recreation areas under Runnymede Property Owners Association control. The Committee shall be composed of up to three (3) Runnymede members. The Common Area includes, but is not limited to, the Boat Launch area, the Picnic area, the sign at the entrance to Runnymede, and docks, piers, fences and steps associated with these areas. The Committee shall insure that these areas are maintained and initiate any needed improvements.

## **Article VII ANNUAL MEETINGS**

7.1 Meeting Schedule. As approved by the Board of Directors, an Annual Meeting shall be held near Memorial Day of each year. This meeting will be announced, at least 30 days in advance, by postal or electronic (Email) announcement identifying the time and place for the meeting.

7.2 Quorum. For the purpose of conducting business at an Annual Meeting, twenty-five percent (25%) of all lots must be represented in person or by proxy. If a quorum is not realized, the meeting shall be rescheduled by the Board of Directors as soon as possible and announced thirty (30) days in advance. At this rescheduled meeting, twelve and a half percent (12.5%) of the lots must be represented in person or by Proxy for a quorum to be met.

7.3 Conduct of the meeting. Robert's Rules of Order will be followed in conducting the meeting with the President presiding or another member of the Board as the President so directs.

7.4 Other meetings of the Association may be called as determined by the Board of Directors and with same announcement and quorum requirements stated above.

IN WITNESS WHEREOF, the incorporator of the Association  
has executed these By-Laws on this 11th day of  
September, 2010.

RUNNYMEDE PROPERTY OWNERS ASSOCIATION