

Tax Map Numbers: See Exhibit "A"

SECOND AMENDED AND RESTATED BYLAWS  
OF  
POWHATAN PLACE COMMUNITY ASSOCIATION, INC.

These Second Amended and Restated Bylaws ("Bylaws"), are made this 11<sup>th</sup> day of JUNE, 2014, by POWHATAN PLACE COMMUNITY ASSOCIATION, INC., a Virginia nonstock corporation (the "Association"), Grantor.

WHEREAS, Powhatan Place, L.L.C., a Virginia limited liability company subjected certain real property to a Declaration of Covenants and Restrictions of Powhatan Place dated December 21, 2000 and recorded on December 22, 2000 in the Clerk's Office of the Circuit Court of James City County, Virginia (the "Clerk's Office") as Instrument No. 000023284 (the "Original Declaration"); and

WHEREAS, the Bylaws of Powhatan Place Community Association, Inc. dated December 21, 2000 were recorded on December 27, 2000 in the Clerk's Office as Instrument No. 000023356; and

WHEREAS, the Bylaws were amended by the Amended and Restated Bylaws dated August 31, 2005 and recorded on September 29, 2005 in the Clerk's Office as Instrument No. 050023316; and

WHEREAS, the Amended and Restated Bylaws were amended by the First Amendment to Amended and Restated Bylaws dated July 18, 2007 and recorded on September 19, 2007 in the Clerk's Office as Instrument No. 070026005; and

WHEREAS, the Amended and Restated Bylaws were further amended by the Second Amendment to Amended and Restated Bylaws dated April 13, 2011 and recorded on April 20, 2011 in the Clerk's Office as Instrument No. 110008888.

WHEREAS, it is the desire of the membership of Powhatan Place Community Association, Inc. to amend the Amended and Restated Bylaws; and

WHEREAS, Articles XII and XIV of the Amended and Restated Bylaws permit the amendment of the Bylaws by the agreement of twenty-five percent (25%) of the Owners with the approval of Powhatan Community Services Association ("PCSA"); and

WHEREAS, at least twenty-five percent (25%) of the Owners approved these Second Amended and Restated Bylaws.

*Prepared by and Return to:*  
Tarley Robinson, PLC  
4808 Courthouse Street, Ste 102  
Williamsburg, VA 23188

*Second Amended and Restated Bylaws*  
*Powhatan Place Community Association, Inc.*  
Page 1

WHEREAS, PCSA was provided a copy of these Second Amended and Restated Bylaws in accordance with Article XIV of the Amended and Restated Bylaws and approved these Second Amended and Restated Bylaws, and agrees that it is in the best interests of the Association to amend and restate the Bylaws in their entirety as set forth herein.

NOW, THEREFORE, pursuant to and in compliance with the Article XII of the Amended and Restated Bylaws and Va Code Ann. § 55-515.1, the Association hereby amends the Bylaws to delete Articles I through XIII in their entirety and the following Articles I through XV are hereby substituted therefor:

## ARTICLE I NAME AND LOCATION

1.1. IDENTITY. These are the Bylaws of Powhatan Place Community Association, Inc., a Virginia nonstock corporation (the "Association"). The Association is organized to provide for the management, maintenance, operation and architectural control of the real estate known as Powhatan Place located in the county of James City, Virginia, and such other real estate as may properly be brought under the Association's jurisdiction, to further and promote the common interests of the Owners in Powhatan Place, and to administer the affairs of the Association.

1.2. PRINCIPAL OFFICE. The principal office of the corporation shall be located at Berkeley Realty, 150 Strawberry Plains Road, Suite A-1, Williamsburg, Virginia 23188 or at such other place as determined by the Board of Directors from time to time.

1.3. DEFINITIONS. Except as expressly defined herein, all capitalized terms shall have the respective meanings set forth in the Amended and Restated Declaration of Protective Covenants, dated JUNE 20, 2014, and recorded on JULY 11, 2014, in the Circuit Court Clerk's Office for the City of Williamsburg and James City County, Virginia, as Instrument Number 140011253 as the same may be amended and supplemented from time to time (the "Declaration").

## ARTICLE II MEMBERS AND VOTING

2.1. MEMBERSHIP. Every person or entity, whether one or more persons or entities, who is the record owner of the fee simple title to any Lot as described on the recorded plats for the Properties referenced in the Declaration, shall be a Member of the Association. Membership is appurtenant to and may not be separated from the ownership of any Lot.

2.2. ELIGIBILITY TO VOTE. Each Member is entitled to one vote for each Lot owned. When more than one person or entity is the record Owner of a 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.

Except as otherwise provided by provisions of the Governing Documents, the affirmative vote of the Members having a majority of the votes represented at a duly called meeting at which a quorum is present shall be the decision of the Members, and shall be binding on all the Members. Voting rights may be suspended as set forth in Section 2.5 below.

2.3. QUORUM. Except as provided otherwise in the Governing Documents, the quorum for a meeting of Members shall be the presence, in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board, of twenty percent (20%) of the Members.

2.4. VOTING. Votes may be cast in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board. The proxy must be duly executed by or on behalf of an Owner. No proxy shall be revocable except by actual notice given by the Owner to the person presiding over the meeting. A proxy must be filed with the Secretary or other representative designated by the Board of Directors before the meeting begins. The proxy may also be filed by transmitting it electronically in the manner set forth in the meeting notice. When a Lot is owned by more than one person or entity, the Association shall deem a vote by one of the named Owners or a proxy signed and filed by one of the named Owners as a binding vote or proxy appertaining to the Lot. Appointment of a proxy is effective when received by the Secretary, other officer or agent authorized to tabulate votes. Unless otherwise stated therein, any proxy shall become void eleven (11) months from the date of the same.

2.5. SUSPENSION OF VOTING RIGHTS. The Board of Directors may suspend the voting rights of any Member who is delinquent in any financial obligation due the Association by more than sixty (60) days or who has a violation of the Governing Documents that has not been remedied in the time permitted by the Association. Upon payment of the delinquency or correction of the violation, the Member's voting rights shall automatically be restored.

### ARTICLE III MEMBER MEETINGS

3.1. ANNUAL MEETINGS. The annual meeting of the Members shall be set by the Board to occur in September of each year (the "Annual Meeting"). The Board shall determine the specific date, time and place of the Annual Meeting.

3.2. SPECIAL MEETINGS. Special Meetings of the Members may be called at any time by the President or by a majority vote of the Board of Directors, or upon written request of at least twenty-five percent (25%) of the Members who are eligible to vote.

3.3. 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, or their designee, at least fourteen (14) days in advance of any annual meeting but no more than sixty (60) days, and

at least seven (7) days in advance of any special meeting but no more than sixty (60) days. Notice may be sent by (i) first class mail at the address last appearing on the books of the Association, or supplied by such Member for notice; (ii) hand-delivered to the Member's residence; or (iii) by electronic transmission to the address supplied and consented to by the Member. Such notice shall specify the place, date and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

3.4. ADJOURNMENT OF MEETINGS. If any meeting cannot be held because a quorum is not present, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present or be represented. Valid proxies for the meeting shall continue to be valid until a quorum is present. Should a meeting be adjourned for failure to obtain a quorum, such rescheduled meeting shall be convened if those Members attending either in person or by proxy, represent 15% of the membership.

3.5. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting in accordance with Va. Code Ann. § 13.1-841 *et seq.*

3.6 NOTICE TO PCSA. In addition to any other notice provided for in these Bylaws, the Association shall give PCSA written notice of any meeting, ballot poll, proxy, consent solicitation or similar process where action by the Members is required. Such notice shall be provided at least thirty (30) and no more than sixty (60) days prior to such meeting, ballot poll, proxy, consent solicitation or similar process. Notice of meetings, ballot polls, proxies, consent solicitations or similar processes shall specify the place, day and hour. In the case of a Special Meeting, the notice shall state the purpose of the meeting. In the case of the ballot poll, proxy, consent solicitation or similar process, the notice shall include the matters to be voted upon. Any notice required hereunder shall be given to PCSA as set forth in the Declaration.

3.7 APPROVAL BY PCSA. Any amendment to the Bylaws shall also be subject to the approval of PCSA, which approval shall not be unreasonably withheld or arbitrarily exercised. Notwithstanding the foregoing, any amendment to these Bylaws that would modify or alter any right granted to PCSA under these Bylaws shall be subject to the approval of PCSA in its sole and absolute discretion. The approval of PCSA shall be deemed given should PCSA fail to object to the Association in writing to such amendment within thirty (30) days of its delivery to PCSA.

#### ARTICLE IV BOARD OF DIRECTORS

4.1. GOVERNING BODY; NUMBER. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) not more than five (5) persons. The number

of directors to serve for the ensuing term shall be established by the Board then serving, at the time it causes the notice of the Annual Meeting to be provided to the Members. The number of directors shall always be an odd number.

4.2. ELIGIBILITY. A director must be a Member or a resident of Powhatan Place. Only one member of a household may serve on the Board at any one time. No Member or tenant of a Member may be elected to the Board or continue to serve if there is any financial obligation due the Association that is more than sixty (60) days in arrears or if there is any violation of the Governing Documents that has not been remedied in the time permitted by the Association.

4.3. TERM OF OFFICE. A director's term of office is two (2) years. A director shall serve until the Annual Meeting at which his successor is elected. Directors shall be elected in a fashion designed to preserve staggered terms.

4.4. RESIGNATION. A director may resign at any time by giving written notice to the President or Vice President. A resignation is effective when the notice is delivered unless it specifies a later effective date. A director's resignation is automatically effected if the director becomes ineligible to serve.

4.5. REMOVAL. Any director may be removed from the Board, with or without cause, by two-thirds (2/3) of the votes of the Members of the Association at a meeting duly called for the purposes of removing a director, at which a quorum is present. The Members may elect a successor at the meeting who shall serve the remaining term of the removed director. A director whose removal has been proposed shall be given at least ten (10) days notice of the time, place and purpose of the meeting, and shall be given an opportunity to be heard at the meeting.

4.6. VACANCIES. In the event of death or resignation of a director, or if the Members fail to elect a successor at the meeting at which a director is removed, the vacancy shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board. The person so elected shall serve the remainder of the vacated director's term.

4.7. 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 upon approval of the Board.

## ARTICLE V ELECTION OF DIRECTORS

5.1. NOMINATION. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist two (2) or more Members of the Association. The Nominating

Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each annual meeting of the Members. 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.

5.2. ELECTION. Directors shall be elected by the largest number of all votes cast at the Annual Meeting at which a quorum is present. Election will be by eligible Members' secret ballot, which may be cast pursuant to Section 2.4. 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. The Board shall determine the form of all ballots and proxies, and the deadline for casting ballots and filing proxies. The results of the election shall be announced by the Secretary or his designee at the Annual Meeting.

## ARTICLE VI MEETINGS OF DIRECTORS

6.1. ORGANIZATION MEETING. The Board of Directors shall meet within ten (10) days of the Annual Meeting at a time and place determined by them to elect officers and to transact any other business that may come before the meeting.

6.2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least every two (2) months, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the regular meeting schedule shall constitute sufficient notice of regular meetings.

6.3. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President, or by any two directors, after not less than two (2) days' notice delivered in person, by telephone, facsimile, or electronic transmission to an address supplied by the director, and after not less than four (4) days' if notice is delivered by mail, with the time period commencing with the deposit of the notice into a United States mailbox. In the event of an emergency, the Board of Directors shall give such notice as is reasonable under the circumstances.

6.4. QUORUM; VOTING OF DIRECTORS. A majority of the 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. Unless a director objects to holding a meeting or transacting business at a meeting at the beginning of such meeting (or promptly upon his arrival), a director's attendance at or participation in a meeting waives any required notice to him of the meeting so long as he does not vote or assent to any actions taken at such meeting.



6.5. ADJOURNED MEETING. If any Directors' meeting cannot be held because a quorum has not attended, or because the greater percentage of the Directors required to constitute a quorum for particular purposes have not attended, the Directors who are present may adjourn the meeting, from time to time, until the requisite quorum is present. At any rescheduled meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for all purposes including determining a quorum, provided that the same be accomplished within ten (10) days from the date of the meeting.

6.6. REMOTE PARTICIPATION BY DIRECTOR. The Board may permit directors to participate in a regular or special meeting by telephone or video conference or similar electronic means if (i) at least two directors are physically present at the meeting place included in the notice; and (ii) the audio equipment is sufficient for any Member or director in attendance to hear what is said by any directors participating in the meeting who are not physically present.

6.7. WAIVER OF NOTICE BY DIRECTOR. A director may waive any notice required by the Articles of Incorporation, Bylaws or the Virginia Nonstock Corporation Act (Va. Code Ann. § 13.1-801 *et seq.*) before or after the date and time stated in the notice, and such waiver shall be equivalent to the receipt of actual notice. The waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. Unless a director objects to holding a meeting or transacting business at a meeting at the beginning of such meeting (or promptly upon his arrival), a director's attendance at or participation in a meeting waives any required notice to him of the meeting so long as he does not vote or assent to any actions taken at such meeting.

6.8. NOTICE TO MEMBERS. Notice of the time, date and place, and in the case of special meetings, the purpose, of each meeting of the Board shall be posted where it is reasonably assumed to be available to a majority of the Members and shall be sent by first class mail or electronic transmission to any Member requesting such notice.

6.9. OPEN MEETINGS. Pursuant to Va. Code Ann. § 55-510.1, all meetings of the Board, including any subcommittee or committee meetings shall be open to all Members. The Board shall not use work sessions or other informal gatherings to circumvent the open meeting requirements required by law.

6.10. EXECUTIVE SESSION. The Board or any subcommittee or other committee thereof may convene in executive session to consider personnel matters; consult with legal counsel; discuss and consider contracts, pending or probable litigation and matters involving violations of the Declaration or rules and regulations adopted pursuant thereto for which a Member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of Members to the Association, upon the affirmative vote in an open meeting to assemble in executive session. The motion shall state specifically the purpose for the executive session.

Reference to the motion and the stated purpose for the executive session shall be included in the meeting minutes. The Board shall restrict the consideration of matters during such portions of meetings to only those purposes specifically exempted and stated in the motion. The Board shall reconvene to the open meeting to vote if a vote on any matter considered in the executive session is required.

6.11. COMMENT PERIOD. Subject to reasonable rules adopted by the Board, the Board shall provide a designated period of time during a meeting to allow Members an opportunity to comment on any matter relating to the Association. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board may limit the comments of Members to the topics listed on the meeting agenda.

6.12. MINUTES. Pursuant to Va. Code Ann. § 55-510F, draft minutes of the Board meetings shall be open for inspection and copying (i) within 60 days from the conclusion of the meeting to which such minutes appertain or (ii) when such minutes are distributed to Board members as part of an agenda package for the next meeting of the Board of Directors, whichever occurs first. This shall not apply to any minutes or records of executive sessions.

6.13. AGENDA MATERIALS. Pursuant to Va. Code Ann. § 55-510B, unless otherwise exempt as relating to an executive session, at least one copy of all agenda packets and materials furnished to the Board or subcommittee or other committee thereof for a meeting shall be made available for inspection upon the request of a Member at the same time such documents are furnished to the Board or any subcommittee or committee thereof.

6.14. ACTION TAKEN WITHOUT A MEETING. In the event of an emergency or unforeseen circumstances, the Board 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 consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board. Any action taken in this manner shall be recorded in the minutes of the next meeting of the Board.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1. POWERS AND DUTIES. The Board shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Governing Documents required to be done and exercised exclusively by the Members. In addition to the powers and duties imposed by the Governing Documents and by law, the Board of Directors shall be authorized, without limitation, to do the following:

- a. Adopt an annual budget in which there shall be established the Annual



Assessments.

- b. To the extent permitted by the Declaration, make assessments to defray the costs and expenses of the Association, including adequate Reserves; establish the means and methods of collecting such assessments from the Owners; and establish the dates of the installment payments of the assessments.
- c. Determine any grace period for payment of assessments, fees, charges, or dues; establish a late fee and an interest rate to be charged on unpaid assessments, fees, charges, or dues, which may be changed from time to time; and accelerate unpaid assessments, fees, charges, or dues if any installment is delinquent.
- d. Provide for the management, maintenance, improvement, care, operation, repair, renovation, and replacement of the Common Areas, the improvements and facilities thereon, and other real estate or personal property for which the Association has responsibility or which the Board of Directors determines to be in the best interest of the Association to maintain.
- e. Designate, hire, and dismiss contractors or personnel necessary for the management, maintenance, operation, repair, and replacement of the Common Areas, the improvements and facilities thereon, and other real estate or personal property for which the Association has responsibility; and, where appropriate, provide for the compensation of such contractors or personnel and for the purchase of equipment, supplies, and material to be used by such contractors or personnel in the performance of their duties.
- f. Collect the assessments, fees, charges, and dues from the Owners; deposit the proceeds in Board-designated depositories, and use the proceeds to carry out the functions and administration of the Association.
- g. Adopt, amend, and enforce rules and regulations as needed with respect to use of the Common Areas and with respect to such other areas of responsibility assigned to the Association by the Declaration or by law, except where expressly reserved by the Declaration to the Members.
- h. Establish fees and dues for the use of the Common Areas and certain facilities.
- i. Open bank accounts and cause Association funds to be deposited in federally insured accounts in any Virginia bank or financial institution on behalf of the

Association and designate the signatories thereon.

- j. Make, or contract for the making of, repairs, replacements, additions, and improvements to, or alterations of, the Common Areas or other areas of Association responsibility in accordance with the Governing Documents.
- k. Enforce by legal means the provisions of the Governing Documents and the rules and regulations promulgated pursuant thereto. Without limiting the generality of the foregoing, the Board of Directors may assess charges against any Member for any violation of the Governing Documents subject to the limitations provided in Va. Code Ann. § 55-513.
- l. Obtain and carry insurance as provided in the Governing Documents (see Article XII herein), the cost of which shall be covered by assessments.
- m. Pay the cost of all authorized services rendered to the Association and not billed to Owners or otherwise provided for.
- n. Keep books in an accurate and organized manner with detailed accounts of the receipts and expenditures affecting the Association and the administration of the Common Areas and other areas of Association responsibility.
- o. Acquire, hold, sell, lease, exchange, or otherwise dispose of Lots and Common Areas or other real or personal property in the best interest of the Association, or as determined by the Board to be reasonably necessary to the ongoing development and operation of the Properties.
- p. Borrow money, mortgage, pledge, or deed in trust any or all of the Association's real or personal property.
- q. Grant permits, licenses, and easements under, through, and over the Common Areas or other areas of Association responsibility for drainage, utilities, roads, access, and other purposes which are reasonably necessary to the ongoing development and operation of the Properties, or as deemed by the Board of Directors to be in the best interest of the Association.
- r. Appoint members of the Architectural Review Board.
- s. Establish Standing Committees and special committees as set forth in Article X herein.

- t. Enter into shared use and/or maintenance agreements.
- u. Comply with the reserve study requirements of Va. Code Ann. § 55-514.1 as the same may be amended from time to time.
- v. Issue, or to cause an appropriate officer or designee to issue, upon request 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.

7.2. RIGHTS OF THE ASSOCIATION. With respect to the Common Areas or other areas of Association responsibility, and in accordance with the Governing Documents, the Board of Directors on behalf of the Association shall have the right to contract with any person for the performance of various duties, and functions.

## ARTICLE VIII MANAGEMENT

8.1. MANAGEMENT AGENT. The Association may employ or contract a professional management agent or agents (“Management Agent”) at compensation to be established by the Board, to perform such duties and services, as the Board shall authorize.

8.2. DUTIES; RESTRICTIONS. The Management Agent shall perform such duties and services as directed and authorized by the Board. The Board may delegate to the Management Agent all the powers granted to the Board by the Governing Documents, except those powers and duties set forth above in Section 7.1, paragraphs a, b, c, g, h, k, o, p, q, r, s and t.

8.3. MANAGEMENT STANDARDS. The Board may impose standards of performance and conduct on the Management Agent as it deems appropriate.

## ARTICLE IX OFFICERS

9.1. ENUMERATION OF OFFICES. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time create by resolution. All officers shall be directors.

9.2. ELECTION OF OFFICERS. The officers shall be elected annually by the Board of Directors at its organization meeting.

9.3. TERM. Notwithstanding the requirement that all officers shall be directors, the officers of the Association shall hold office for one (1) year from the date elected unless they shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

9.4. SPECIAL APPOINTMENTS. The Board may elect such other officers 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.

9.5. RESIGNATION AND REMOVAL. The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, 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. An officer's resignation shall automatically be effected if the officer becomes ineligible to serve as a director.

9.6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the replaced officer.

9.7. COMPENSATION. No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties upon approval of the Board.

9.8. DUTIES. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board. The duties of the officers shall also include the following:

- a. President. The President shall preside at all meetings of the Members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, promissory notes, and other written instruments, and shall have authority to sign all checks.
- b. Vice President. The Vice President shall exercise the authority of the President in the President's absence, and shall exercise and discharge such other duties as may be required by the Board.
- c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall cause to be served or delegate service of notice of meetings of the Board and of the Members; cause to be kept appropriate current records showing the Members of the Association together with their addresses, and shall perform such other

duties as required by the Board or by the Nonstock Corporation Act.

- d. Treasurer. The Treasurer shall be responsible for reviewing all financial statements prepared by the Management Agent or Manager; shall coordinate with the Management Agent or Manager the opening of all accounts; shall have the authority to sign checks; coordinate the annual preparation of tax returns; and monitor the proper deposit and disbursement of funds by the Management Agent or Manager. The Treasurer shall oversee the keeping of proper books of account and shall provide such financial reports as requested by the President or the Board. The Treasurer shall have the power to delegate administrative responsibilities as necessary to fulfill the responsibilities herein. The Treasurer shall cause an annual audit of the Association books to be made by a public accountant at least once in every five (5) fiscal years.

## ARTICLE X COMMITTEES

10.1. GENERAL. The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose. Each committee shall be composed of and shall operate in accordance with the terms of the resolution of the Board establishing the committee, any rules adopted by the Board, and in compliance with Va. Code Ann. § 13.1-869. The Board shall appoint the Chair of each committee. To be eligible to be appointed, and to continue to serve, all committee members shall not have any financial obligation due the Association that is more than sixty (60) days in arrears and shall not have any violation of the Governing Documents that has not been remedied in the time permitted by the Association. Committee members shall serve at the pleasure of the Board of Directors.

10.2. STANDING COMMITTEES. The Association has Standing Committees, which have been established by committee charters adopted by the Board. The Board shall have the power to adopt, amend or terminate committee charters for current Standing Committees or for new Standing Committees as determined from time to time by the Board.

## ARTICLE XI ASSESSMENTS

11.1. ASSESSMENTS. Article IV of the Declaration sets forth the Owners' responsibility for the payment of Assessments, and is hereby incorporated by reference.

11.2. BUDGET. It shall be the duty of the Board to prepare a budget covering the estimated costs of operating the Association during each fiscal year, which shall include a contribution to the Capital Reserve Fund, in accordance with Section 7.1 (b) and (u) of these Bylaws. The Board shall



cause the budget and the assessments to be levied against each Lot for the following year to be delivered to each Member (i) at least thirty (30) days prior to the end of the current fiscal year; or (ii) at such time as a new budget is prepared and adopted by the Board.

11.3. ASSESSMENT SURPLUS. In order to protect the right of the Association to allocate the surplus, if any, from one fiscal year to reduce the operating budget of the next fiscal year, as permitted by Federal tax regulations, each year the Board shall conduct a vote of the Members at the Annual Meeting of the Association to authorize such rollover. A majority of the Members voting, in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board, shall be required to affirm the resolution, provided a quorum is present.

11.4. NOTICE OF DELINQUENCY; COLLECTION EFFORTS. The Association shall cause a notice of delinquency to be given to any Member who has not paid Assessments within ten (10) days following the due date or such other date as established from time to time by the Board. If the Assessment is not paid within thirty (30) days of the due date, the delinquency shall include the late charge, interest on the principal amount due, all costs of collection, postage charges, administrative fees, reasonable attorneys' fees in a minimum amount of 25% of the amount due, court costs if expended, and any other amounts provided or permitted by law. In the event that the assessment remains unpaid after sixty (60) days, the Association may, as the Board shall determine, institute suit to collect such amounts, file a lien and proceed with foreclosing its lien, and take any other appropriate legal action to collect such amounts.

11.5. ASSOCIATION POWER TO BID AT FORECLOSURE SALE. The Board of Directors, acting on behalf of the Association, shall have the power to bid on the Lot at any foreclosure sale or to acquire, hold, lease, mortgage, or convey the Lot.

## ARTICLE XII GENERAL

12.1. CAPTIONS. The captions of each Article and Section are inserted only for convenience and are in no way to be construed as defining, limiting, extending, or otherwise modifying or adding to the particular Article or Section to which they refer.

12.2. GENDER AND GRAMMAR. The use of the masculine gender shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural and vice versa whenever the context so requires.

12.3. SEVERABILITY. Each provision of these Bylaws shall be interpreted in such manner as to be effective and valid, but if the application of any provision of these Bylaws to any person or property shall be prohibited or held invalid, such prohibition or invalidity shall not affect any other provision or application, and, to this end, the provisions of these Bylaws are declared to be severable.

12.4. INTERPRETATION. When any conflict occurs among the Governing Documents, the Declaration shall control, then the Articles of Incorporation, then the Bylaws, except in those cases where the Governing Documents may be found to be in conflict with statute, the statute shall control.

12.5. COMPLEMENTARITY OF GOVERNING DOCUMENTS; INCORPORATION BY REFERENCE. The Governing Documents shall be construed together and shall be deemed to incorporate one another. Any requirements as to the content of one shall be deemed satisfied if the deficiency can be cured by reference to any of the other. Any provision of any Governing Document referenced in any other Governing Document with the intent to incorporate the provisions of the Governing Document shall be deemed incorporated therein, as if set forth in full.

12.6. COMPLIANCE. All Owners or persons occupying any Lot, Parcel or Dwelling Unit shall comply with the Governing Documents and Rules and Regulations pertaining to the Properties. Owners shall be responsible for the conduct of their family members, guests, tenants, and their tenants' family members and guests.

12.7. FISCAL YEAR. The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

12.8. USE OF TECHNOLOGY. The Association shall have the right to avail itself of new technologies, to the extent permitted by law, now or in the future, for notice, payment, signature, voting, consents or approvals required to be obtained under the Governing Documents or the Property Owner's Association Act if such use is a generally accepted business practice and is adopted by the Board of Directors in conformance with Va. Code Ann. § 55-513.3.

### ARTICLE XIII BOOKS AND RECORDS

13.1 ACCESS TO BOOKS AND RECORDS. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection in accordance with Va. Code § 55-510 *et. seq.* by any Member in good standing. "Good Standing" shall mean that the Member is not delinquent by more than sixty (60) days in any financial obligation due the Association, and the Member does not have any violation of the Governing Documents that has not been remedied in the time permitted by the Association.

13.2 PCSA'S ACCESS TO BOOKS AND RECORDS. It shall be the duty of the Board of Directors to (i) make the Association's books and records available for inspection by PCSA upon reasonable notice and during regular business hours and (ii) present an annual financial statement to PCSA.

ARTICLE XIV  
AMENDMENTS

14.1. AMENDMENT BY MEMBERS. These Bylaws may be amended with the written consent of a majority of the Members.

14.2. AMENDMENT BY THE BOARD OF DIRECTORS. These Bylaws may be amended unilaterally at any time and from time to time by the Board, with notice to the Members, (i) if such amendment is necessary to bring any provision into compliance with any applicable governmental statute, rule, or regulation or judicial determination which shall be in conflict therewith; (ii) if such amendment is required by an institutional or governmental lender or purchaser of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to enable such lender or purchaser to make or purchase mortgage loans on the Properties; or (iii) if such amendment is necessary to enable any governmental agency or reputable private insurance company to insure mortgage loans on the Lots; provided, however, any such amendment shall not adversely affect the title to any Owner's Lot unless any such Owner shall consent thereto in writing.

14.3. EFFECTIVE DATE OF AMENDMENT. Amendments shall become effective on the date a copy of such amendment is sent to all Members of record, unless a later effective date is specified therein. Such notice may be sent by regular mail, electronic transmission, or hand delivery.

IN WITNESS WHEREOF, the Association has caused this Second Amendment to Amended and Restated Bylaws to be executed by MARY M. LORENZEN President of Powhatan Place Community Association, Inc., and Glenn Rother Secretary, who certifies that not less than 66 2/3 % of the Owners voted in favor of this Amendment and their signatures ratifying this Amendment are evidenced on the written ballots submitted to the Association, and written ballots are on file with the Association.

POWHATAN PLACE COMMUNITY ASSOCIATION, INC.

By: Mary M. Lorenzen  
MARY M. LORENZEN, President

ATTEST:  
Glenn Rother  
Glenn Rother Secretary

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF JAMES CITY, to-wit:

Prepared by and Return to:  
Tarley Robinson, PLC  
4808 Courthouse Street, Ste 102  
Williamsburg, VA 23188

Second Amended and Restated Bylaws  
Powhatan Place Community Association, Inc.  
Page 16

ANGELA T. WARREN  
Notary Public  
Commonwealth of Virginia  
150688  
My Commission Expires Jan 31, 2015

The foregoing Second Amendment to Amended and Restated Bylaws of Powhatan Place Community Association, Inc., was acknowledged before me this 17<sup>th</sup> day of JUNE, 2014 by MARY M. LORENZEN, President of Powhatan Place Community Association, Inc. on behalf of the corporation.

My commission expires: 1/31/15

Angela T. Warren  
Notary Public # 150688

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF JAMES CITY, to-wit:

The foregoing Second Amendment to Amended and Restated Bylaws of Powhatan Place Community Association, Inc., was acknowledged before me this 17<sup>th</sup> day of JUNE, 2014 by GLENN ROTHER, Secretary of Powhatan Place Community Association, Inc. on behalf of the corporation.

My commission expires: 1/31/15

Angela T. Warren  
Notary Public # 150688

ANGELA T. WARREN  
Notary Public  
Commonwealth of Virginia  
150688  
My Commission Expires Jan 31, 2015

Prepared by and Return to:  
Tarley Robinson, PLC  
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Page 17