

## **ARTICLE I NAME AND LOCATION**

The name of the corporation is River Bluffs Owners Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at the residence of the presiding president of the River Bluffs Owners Association but the meeting may be held at such places within the State of Virginia or in the County of Spotsylvania as may be designated by the Board of Directors.

## **ARTICLE II DEFINITIONS**

Section 1. "Association" shall mean and refer to River Bluffs Owners Association, its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 3. "Lot" shall mean and refer to any plat of land shown upon any recorded subdivision map of River Bluffs with the exception of the Common Area.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of River Bluffs, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarant" shall mean and refer to G. C. Freeman, Jr. and Patricia M. Freeman, his wife.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the subdivision recorded in the Clerk's Office of the Circuit Court of Spotsylvania County, Virginia.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

## **ARTICLE III MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the members shall be held each calendar year at a place and time determined by the Board of Directors.

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 receipt of written request of 25% the members who are entitled to vote.

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 fifteen (15) 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 notices shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the vote of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. 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 without notice other than announcement at the meeting, until a quorum shall be present or shall be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the member's Lot.

## **ARTICLE IV - BOARD OF DIRECTORS SELECTION - TERM OF OFFICE**

Section 1. Number. The affairs of the Association shall be managed by a Board of nine (9) directors, who need not be members of the Association, but must be elected, not appointed.

Section 2. Term of Office. At the first annual meeting of the members, the members shall elect three directors for a term of one (1) year, three directors for a term of two (2) years, and three directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect three directors for a term of three (3) years.

Section 3. Removal. Any director may be removed from the Board by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association.

However, any director may be reimbursed for actual expenses incurred in performance of 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 or electronic 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 ELECTION 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 the 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 may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret 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.

## **ARTICLE VI POWERS & DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have the 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 or 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 Bylaws, the Articles of Incorporation, or the Declaration.
- (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) Employ a manager, independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members entitled to vote.
- (b) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- (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 thirty (30) days in advance of each annual assessment period; and
  - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring action at law against the owner personally obligated to pay the same.

(d) Issue, or 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) Prepare a sound, objective annual operating budget for presentation to the general membership at the regular annual meeting, and deliver a copy of same to the members. This budget may be amended and must be approved by a majority of the membership present at the regular annual meeting.

## **ARTICLE VII OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice President, Secretary, and Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of officers. The Board of Directors shall elect from among themselves the officers of the Association, which shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

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 or she shall sooner resign, or shall be removed, or otherwise disqualify to serve.

Section 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.

Section 5. Resignation and Removal. Any officer may be removed from office by a majority of the Board. Any officer may resign at any time giving written notice to the Board, the President, or 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. Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

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:

(a) President: 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 including promissory notes and may co-sign all checks.

(b) Vice President: The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, may co-sign all checks, 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; 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 members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; prepare the Association's tax returns, and file same with the appropriate federal, state and local authorities; cause an annual audit of the Association books to be made by an auditing committee, excluding officers, at the completion of each fiscal year; prepare a statement of the Association's income and expenditures, present same to the membership at its regular annual meeting, and deliver a copy to the members.

## **ARTICLE VIII COMMITTEES**

The Association shall appoint a Nominating Committee as provided in these Bylaws and in addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE IX 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, Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **CERTIFICATE OF ADOPTION OF AMENDED BYLAWS**

We, the undersigned, constituting all of the officers of River Bluffs Owners Association, do hereby this date approve and adopt the foregoing Amended Bylaws of the corporation and direct that they be herewith permanently filed in the original minute book of the corporation with the original 1977 Bylaws.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2000.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer