

**BYLAWS
OF
APPLE MOUNTAIN LAKE PROPERTY OWNERS ASSOCIATION**

**Adopted by the Board of Directors on Wednesday, September 21st, 2022
Ratified by the Members of the Association on Sunday, October 16th, 2022**

**ARTICLE I
NAME, STATUS, AND LOCATION**

SECTION 1: NAME

The name of the Association is the Apple Mountain Lake Property Owners Association (“Association”).

SECTION 2: STATUS

The Association is formed as a Virginia non-profit, nonstock corporation, according to Chapter 10, Title 13.1 of the Code of Virginia, 1950, as amended (“Virginia Code”). No part of the assets or income of the Association shall be distributable to its Officers or Members, nor shall the Association engage in any activity that would ordinarily be carried on for profit.

SECTION 3: LOCATION AND PRINCIPAL OFFICE

The location of the Association shall be the Apple Mountain Lake Subdivision, located in the County of Warren, Virginia (“Subdivision”). The Association shall maintain a principal office, which shall be designated in the records of the Virginia State Corporation Commission, and the Board of Directors of the Association may change the principal office address of the Association as the Board of Directors may determine from time to time or as the affairs of the Association may require.

**ARTICLE II
MEMBERSHIP**

SECTION 1: MEMBERS

The Association shall have one (1) class of Members, composed of Members in Good Standing and Members Not in Good Standing.

- A. Active Members are Members in Good Standing (hereinafter “Members in Good Standing”)
 - 1. who own a lot or lots within the Subdivision, and have paid and continue to pay the annual fees of the Association, special assessments, or other charges, either imported or levied from time to time or as outlined in the Declaration (Declaration is defined in Article XIII, Section 4 of these Bylaws), the Articles of Incorporation, these Bylaws, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association; and

2. who are in compliance with the Declaration, the Articles of Incorporation, these Bylaws, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association.
- B. Inactive Members are Members Not in Good Standing (hereinafter “Members Not in Good Standing”) who own a lot or lots within the Subdivision and who have been declared inactive Members for either of the following reasons:
1. Failure to pay the annual fees of the Association, special assessments, or other charges, either imported or levied from time to time or as outlined in the Declaration, the Articles of Incorporation, these Bylaws, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association; or
 2. Failure to abide by the Declaration, the Articles of Incorporation, these Bylaws, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association.

SECTION 2: NOTICE OF STATUS

Except as may be otherwise provided by law, the Members shall be notified of their status as Members Not in Good Standing pursuant to and in compliance with the rules and regulations adopted by the Board of Directors and other governing documents of the Association.

SECTION 3: SUPENSION OF RIGHTS

Except as may be otherwise provided by law, the Declaration, the Articles of Incorporation, these Bylaws, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association, the qualifications, rights, privileges, and responsibilities of the Members and the suspension of a Member’s right to vote and right to use the Association’s buildings and grounds or other amenities in accordance with Virginia Code § 55.1-1819 shall be made by the Board of Directors.

SECTION 4: RECORD DATE TO DETERMINE MEMBERS; LIST OF MEMBERS

The date for determining which Members are Members in Good Standing and therefore entitled to vote (“Record Date”) shall be the close of business on the day before the effective date of the notice to the Members of a meeting, unless the Board of Directors determines otherwise. The Board of Directors shall not fix a Record Date more than seventy (70) days before the date of a meeting or other action requiring a vote of the Members, nor shall the Board of Directors set a Record Date retroactively. At least two (2) days after notice of a meeting is given for which a membership list is prepared and continuing through the meeting, the Secretary or the Secretary’s agent shall make a complete list of Members in Good Standing, with the address of each, available for inspection. This membership list shall be current as of the Record Date.

SECTION 5: TRANSFERABILITY

Membership in the Association is non-transferrable.

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1: ANNUAL MEETING

The annual meeting of the Members of the Association shall be held on the third (3rd) Sunday of October (“Annual Meeting”) at a location selected by the Board of Directors.

SECTION 2: SPECIAL MEETINGS

Special meetings of the Members, for any purpose or purposes, may be called by the President or by the Board of Directors and shall be called by the President at the request of not less than ten percent (10%) of the Members in Good Standing.

SECTION 3: MEETINGS HELD BY ELECTRONIC MEANS

Unless otherwise prohibited by law, any meeting of the Members of the Association may be held entirely or partially by electronic means pursuant to the guidelines adopted by the Board of Directors. A Member attending by electronic means shall be deemed to be present in person.

SECTION 4: NOTICE OF MEETINGS

The Secretary shall, at least fourteen (14) days in advance of any Annual Meeting or regularly scheduled meeting and at least seven (7) days in advance of any other meeting, including a special meeting, send to each Member notice of the time, place, and purpose of such meeting. In the event of cancellation of any Annual Meeting of the Association at which the Board of Directors are elected, the seven (7) days’ notice of any subsequent meeting scheduled to elect such Directors shall include a statement that the meeting is scheduled for the purpose of the election of Directors. Notice shall be sent by United States mail to all Members at the address of the Member’s respective lot, unless the Member has provided to the Secretary or the Secretary’s agent, an address other than the address of the Member’s lot. In lieu of sending such notice by United States mail to all Members, notice may instead be (i) hand delivered by the Secretary or the Secretary’s agent, provided that the Secretary or the Secretary’s agent certifies in writing that notice was delivered to the Member or (ii) sent to the Member by electronic-mail, provided that the Member has elected to receive such notice by electronic mail. In the event that a notice sent by electronic mail is returned or undeliverable, notice must subsequently be sent by United States mail. A Member who attends an Annual Meeting, special meeting, or other meeting of the Members shall be deemed to have had timely notice of the said meeting unless such Member attends the said meeting for the express purpose of objecting because the meeting is not properly called or convened.

SECTION 5: VOTING RIGHTS

The Members of the Association shall have those voting rights as are provided in the Articles of Incorporation for the Association.

SECTION 6: VOTING BY PROXY, ABSENTEE BALLOT, OR ELECTRONIC MEANS

Unless expressly prohibited by law or the Association’s governing documents, a Member may vote at a meeting of the Association in person, by proxy, or by absentee ballot. Such voting may take place by electronic means provided that the Board of Directors has adopted guidelines for such voting by electronic means. The Members voting by proxy or absentee ballot shall be deemed to be present at a meeting for all purposes, including for determination of a quorum. Proxies and

absentee ballots shall be in writing, dated, signed, and on the form approved by the Board of Directors. A proxy and absentee ballot shall be filed with the Secretary or other Officer or agent and by a certain date designated by the Board of Directors before the meeting at which the proxy or absentee ballot is to be used. Every proxy and absentee ballot shall be revocable and shall automatically terminate upon the adjournment of the first (1st) meeting held on or after the date of the proxy and absentee ballot. In the event of any conflict between two (2) or more proxies or absentee ballots purporting to cover the same voting rights, the later dated proxy or absentee ballot shall prevail, or if dated as of the same date, both proxies and absentee ballots shall be deemed invalid. No Member other than an Officer shall cast votes as a proxy for more than three (3) lots not owned by such person.

SECTION 7: QUORUM

Five percent (5%) of the total number of votes entitled to be cast at any meeting of the Members of the Association present, in person or represented by written proxy or absentee ballot, shall constitute a quorum. If there be no such quorum, a majority of the Members present shall select the date for the next meeting.

SECTION 8: REPORTS

At each Annual Meeting, the President shall present a written report describing the major achievements since the last Annual Meeting, problems confronting the Association, or other events or developments that might be of interest to the Members, and shall arrange for the presentation of reports by the chairpersons of standing committees. A written copy of each such report shall be deposited with the Secretary or the Secretary's agent.

SECTION 9: PRESIDING OFFICER

The President or in absence of the same, the Vice President of the Association, shall preside over all meetings of the Members. The Secretary, or in absence of same, an Assistant Secretary, shall act as Secretary of all meetings. If neither the President, Vice President, Secretary, nor Assistant Secretary is present, then the Members shall choose a pro tempore official.

SECTION 10: ORDER OF BUSINESS

The order of business at all Annual Meetings of the Members shall be as follows:

1. Roll call of Officers
2. Proof of notice of meeting and determination of a quorum
3. Reading of minutes of the preceding meeting
4. Reports of Officers
5. Reports of committees
6. Unfinished business
7. New Business. The new business shall include the election of Directors and ratification of the annual budget.

The public comments at the Annual Meeting shall be restricted to five (5) minutes per Member.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The business and affairs of the Association shall be managed by its Board of Directors.

SECTION 2: NUMBER, TENURE, AND QUALIFICATIONS

The number of Directors of the Association shall be at least five (5), and not more than twelve (12), each serving for a period of three (3) years. Four (4) Directors' terms shall expire each year. Each Director must be a Member in Good Standing of the Association. No two (2) members from one (1) lot may serve simultaneously on the Board of Directors.

SECTION 3: REGULAR MEETINGS

A meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the Annual Meeting of the Members. Regular meetings shall be held on a schedule determined by resolution of the Board of Directors. Meetings will be held either monthly or, at a minimum, quarterly as determined by the Board of Directors.

SECTION 4: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call such special meetings may fix the time and place for holding any such special meetings of the Board of Directors called by them.

SECTION 5: OPEN MEETINGS AND EXECUTIVE SESSION

All meetings of the Board of Directors, including any subcommittee or other committee of the Board of Directors, shall be open to the Members of the Association. The Board of Directors shall not use work sessions or other informal gatherings of the Board of Directors to circumvent the open meeting requirements of Virginia Code § 55.1-1816. However, the Board of Directors, including any subcommittee or committee of the Board of Directors, 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 by the Board of Directors pursuant to the Declaration for which a Member or his or her family members, tenants, guests, or other invitees are responsible; to discuss and consider the personal liability of the Members to the Association; or to discuss any matter authorized to be discussed in executive session by law, including those matters enumerated in Virginia Code § 55.1-1816. No contract, motion, or other action adopted, passed, or agreed to in the executive session shall become effective unless the Board of Directors, subcommittee, or committee of the Board of Directors, following the executive session, reconvenes in an open meeting and takes a vote on such contract, motion, or other action, which shall have its substance reasonably identified in the open meeting. Nothing herein shall require any information to be disclosed in violation of federal or state law.

Subject to reasonable rules adopted by the Board of Directors, the Board of Directors shall provide a designated period during each meeting to allow the 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 of Directors may limit the comments of the Members to the topics listed on the meeting agenda.

SECTION 6: NOTICE OF MEETINGS TO DIRECTORS

Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally, by email, or by postal service, to each Director. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7: NOTICE OF MEETINGS TO MEMBERS AND AGENDA PACKETS

Notice of the time, date, and place of each meeting of the Board of Directors, including meetings of any subcommittee or committee of the Board of Directors, shall be published where the notice is reasonably calculated to be available to a majority of the Members of the Association. Notice, reasonable under the circumstances, of special or emergency meetings shall be given to the Members contemporaneously with the notice provided to the Board of Directors or Members of any subcommittee or committee of the Board of Directors.

A Member may make a request to be notified on a continual basis of any meeting of the Board of Directors, including meetings of subcommittees and committees. Any request for notification by a Member must be made at least one (1) time per year and include the Member's name, address, zip code, and the Member's email address. Notice of the time, date, and place of meetings of the Board of Directors shall be sent to the Member requesting notice (i) by first-class mail or email, in the case of meetings of the Board of Directors or (ii) by email in the case of meetings of any subcommittee or other committee of the Board of Directors.

Unless exempt as relating to the subject matters to be discussed in executive session, at least one (1) copy of all agenda packets and materials furnished to the Board of Directors or Members of a subcommittee or committee of the Board of Directors shall be made available for inspection by the Members of the Association at the same time such documents are furnished to the Board of Directors or any subcommittee or committee of the Board of Directors conducting a meeting.

SECTION 8: QUORUM

A quorum shall consist of five (5) directors for the transaction of business at any meeting of the Board of Directors.

SECTION 9: MANNER OF ACTING

The actions taken by the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

SECTION 10: MEETINGS HELD BY ELECTRONIC MEANS

Unless otherwise prohibited by law, any meeting of the Board of Directors may be held entirely or partially by electronic means pursuant to the guidelines adopted by the Board of Directors. A Director attending by electronic means shall be deemed to be present in person.

SECTION 11: ACTIONS WITHOUT A MEETING

The Directors may take any action in the absence of a meeting that they could take at a meeting by obtaining written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

SECTION 12: VACANCIES

Vacancies occurring on the Board of Directors for any reason, except the removal of the Directors without cause, may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies occurring because of the removal of the Directors without cause shall be filled by a vote of the Members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of a predecessor.

SECTION 13: REMOVAL OF DIRECTORS

Any or all of the Directors may be removed for cause by a vote of the Members or by the action of the Board of Directors. Directors may be removed without cause only by a vote of the Members. If a Director fails to attend three (3) meetings per year, the remaining Directors may declare such Director's seat vacant.

SECTION 14: RESIGNATION

A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President, or the Secretary and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 15: COMPENSATION

The Directors may be reimbursed or paid for expenses approved by the Board of Directors. The Directors shall receive no other compensation.

SECTION 16: PRESUMPTION OF ASSENT

A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting, or unless a written dissent to such action is filed with the person acting as Secretary of the meeting before adjournment.

SECTION 17: EXECUTIVE AND OTHER COMMITTEES

The Board of Directors, by resolution, may designate from among its Members an executive committee and other committees, each consisting of at least one (1) Director and two (2) or more other Directors or Members. Each such committee shall serve at the pleasure of the Board of Directors. In addition, there shall be permanent standing committees as set forth herein.

SECTION 18: NOMINATING COMMITTEE AND NOMINATIONS

The Board of Directors shall appoint a Nominating Committee by May of each year, consisting of three (3) persons, at least one (1) of whom and its chairperson shall be a Member of the Board of Directors. 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 four (4) nominees for the four (4) Directors whose terms are expiring, plus any additional unfilled vacancies on the Board of

CONFIDENTIAL - SECURITY INFORMATION

1. The following information is being furnished to you for your information only. It is not to be disseminated outside your agency.

SECTION 1 - SUMMARY

The purpose of this report is to provide a summary of the information received from the source. The information is classified as Confidential - Security Information.

SECTION 2 - BACKGROUND

The source has provided information regarding the activities of the group. The information is classified as Confidential - Security Information.

SECTION 3 - ANALYSIS

The information received from the source is consistent with the information previously received. The information is classified as Confidential - Security Information.

SECTION 4 - CONCLUSIONS

The information received from the source is reliable and accurate. The information is classified as Confidential - Security Information.

SECTION 5 - REFERENCES

The information received from the source is based on the information provided by the source. The information is classified as Confidential - Security Information.

SECTION 6 - DISTRIBUTION STATEMENT

This report is classified as Confidential - Security Information. It is to be distributed only to those personnel who have a valid need to know.

SECTION 7 - APPENDICES

The following information is being furnished to you for your information only. It is not to be disseminated outside your agency.

Directors since the last Annual Meeting of the Members. Such nominations shall be made from among the Members in Good Standing of the Association.

SECTION 19: BOARD ORIENTATION

Each Director shall attend a Board of Directors' orientation within the first (1st) six (6) months he or she serves as a Director. Such orientation shall educate the Directors about their responsibilities and duties and may be by a live presentation, by video, or other format.

ARTICLE V STANDING COMMITTEES

SECTION 1: STANDING COMMITTEES

There shall be five (5) established Standing Committees:

1. Architectural Review Committee
2. Building and Grounds Committee
3. Roads Committee
4. Finance Committee
5. Safety and Security Committee – Neighborhood Watch

SECTION 2: COMMITTEE MEMBERSHIP

Each Director shall be a Member of one (1) or more committees. Each committee chairperson shall follow a set of guidelines (herein referred to as Standard Operations Procedures-SOP), as set forth for the committee by the Board of Directors. It is the chairperson's responsibility to read the Standard Operations Procedures-SOP and maintain the standards set forth for that committee by the Board of Directors. Failure to comply with these Standard Operations Procedures-SOP's can result in the dismissal of the chairperson for that committee. The chairperson of the Finance Committee and the Treasurer shall be different persons. The Treasurer is required to be a Member of the Finance Committee.

SECTION 3: ARCHITECTURAL REVIEW COMMITTEE

The Architectural Review Committee's purposes shall be:

1. The preparation of guidelines and recommendations necessary to preserve lots in their natural state, or, if improved or developed, to maintain the environmental integrity of the Subdivision to prevent unsightly and offensive conditions in compliance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association;
2. To carry out those duties and obligations assigned to the committee by the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association;
3. To review applications from the lot owners for the construction of improvements on a lot or lots in compliance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association; and

4. To inspect the ongoing construction to ensure that the improvements comply with the approved plans in compliance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association.

SECTION 4: BUILDING AND GROUNDS COMMITTEE

The purposes of the Building and Grounds Committee shall be:

1. The preparation of guidelines and recommendations concerning the maintenance, construction, alteration, renovation, and improvement of the common areas and amenities, except for the roads maintained by the Association in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association; and
2. To provide for the health, safety, and enjoyment of the buildings and grounds by all the Members, guests, and tenants in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association.

SECTION 5: ROADS COMMITTEE

The purposes of the Roads Committee shall be:

1. The preparation of guidelines and recommendations regarding the construction, alteration, maintenance, improvement of roads, culverts, alleys, and all other common means, thoroughfares for vehicles and/or pedestrians in the Subdivision, safety, pass-ability, drainage, and access to the properties of all the Members in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association; and
2. Arranging for and supervising the maintenance of, and improvements in, the roads and associated means for their safe use, including the erection of signs and the establishment of speed limits, as approved by the Board of Directors and in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association.

SECTION 6: FINANCE COMMITTEE

The purposes of the Finance Committee shall be:

1. The preparation of guidelines and recommendations for the generation of revenues for the Association, investing surplus operating and escrow funds, and otherwise enhancing the financial well-being of the Association in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association;
2. The preparation of a draft budget for the forthcoming fiscal year, taking into account realistic fiscal projections in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association;

3. Arranging for the preparation of an annual review of the Association's financial records by an independent accountant, to be completed before the Annual Meeting;
4. The preparation of a report to the Members at the Annual Meeting, which shall include the draft budget for the coming year, along with an analysis of projected revenues;
5. Immediately following the October Annual Meeting, the preparation of an operating budget for the next fiscal year, taking into account revisions made at the meeting; and
6. Monitoring the expenditures throughout the year concerning budget and revenue estimates and drawing attention to any emerging problems, and ensuring transparency of the Association's finances.

SECTION 7: SAFETY AND SECURITY COMMITTEE — NEIGHBORHOOD WATCH

The purposes of the Safety and Security Committee — Neighborhood Watch shall be:

1. The preparation of guidelines and recommendations concerning the safety and physical protection of the Members, guests, and tenants, and their property and the common areas of the Association in accordance with the terms of the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association;
2. The review and supervision of efforts by the Association to maintain physical security and prevent illegal activity within the Subdivision; and
3. To take all appropriate steps, including supervising security actions, which may include the maintenance of voluntary or paid security patrols and cooperation with the Warren County Sheriff's Department.

**ARTICLE VI
OFFICERS**

SECTION 1: NUMBER OF OFFICERS AND BONDING OF OFFICERS

The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. All Officers and Assistant Officers with access to the Association's financial accounts and/or funds shall be fully bonded. This bonding shall take place within thirty (30) days of holding office, and each said Officer and Assistant Officer shall be bonded before being permitted to have any access to the financial accounts or funds of the Association.

SECTION 2: ELECTION AND TERM OF OFFICE

The Officers of the Association are to be elected by the Board of Directors at the first (1st) meeting of the Board of Directors held after the Annual Meeting of the Members. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter. Each term of office shall be staggered to maintain the continuity of the Association as further described in Article IV, Section 2 of these Bylaws.

SECTION 3: REMOVAL

Upon the affirmative vote of a majority of the total Board of Directors, any Officer may be removed, either with or without cause.

SECTION 4: VACANCIES

A vacancy in any office due to death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the Board of Directors with the Officer elected to fill the vacancy serving until said Officer’s successor is elected by the Board of Directors at the first (1st) meeting of the Board of Directors held after the Annual Meeting of the Members.

SECTION 5: PRESIDENT

The President shall be the Chief Executive Officer of the Association and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business affairs of the Association. The President shall, when present, preside at all meetings of the Members and of the Board of Directors. The President shall see that all resolutions of the Association and the Board of Directors are carried out as prescribed and shall sign all binding written instruments and official documents of the Association. The President shall have general powers over the Association as its Chief Executive Officer, subject to any applicable resolutions of the Board.

SECTION 6: VICE PRESIDENT

In the absence of the President or the event of his or her death, removal, resignation, or 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 as from time to time may be assigned by the President of the Board of Directors.

SECTION 7: SECRETARY

The Secretary shall:

1. Keep the minutes of the proceedings of the Members and the Board of Directors in one (1) or more books provided for that purpose;
2. See that all notices are duly given following the provisions of these Bylaws or as required by law and in compliance with the Declaration, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association;
3. Be the custodian of the corporate records and the seal of the corporation and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal, is duly authorized;
4. Keep a register of all contact information, including, at a minimum, the physical and postal addresses, telephone number, and email address of each Member, which shall be furnished to the Secretary by each Member; and
5. Perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

SECTION 8: TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Association;
2. Receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in banks, trust companies, or other depositories;
3. Be covered by a fidelity policy or bond covering the Association's funds as set forth by Virginia state law; and
4. Perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President of the Board of Directors.

SECTION 9: DELEGATION OF A DUTY OF AN OFFICER

If any Officer is unable to perform a duty of his or her office, the President, or the Board of Directors in the event the President fails to do so, may appoint another qualified person or contract with a Management Company as set forth in Article VII of these Bylaws to perform said duty on behalf of the Officer.

ARTICLE VII CONTRACTING WITH A MANAGEMENT COMPANY

The Board of Directors may contract a professional management company ("Management Company") for the purpose of the Management Company performing such duties and services as the Board of Directors may specifically direct the Management Company to undertake. Any Management Company contracted by the Association must be properly licensed and insured under federal and state law. The Board of Directors may delegate to the Management Company all the powers granted to the Board of Directors in these Bylaws except such powers that are prohibited by the Declaration, these Bylaws, the rules and regulations adopted by the Board of Directors, other governing documents of the Association, and federal and state law. The Board of Directors may not delegate any authority to the Management Company that is required to be taken or approved by the Members of the Association. The Management Company shall perform all obligations, duties, and services on behalf of the Association in accordance with federal and state law and in compliance with the Declaration, these Bylaws, the rules and regulations adopted by the Board of Directors, and other governing documents of the Association. No Management Company may be contracted by the Board of Directors until such time as the Board of Directors approves a written contract with the Management Company, which contract shall provide the Board of Directors with the ability to terminate the contract with or without cause. Any Management Company contracted by the Association must be able to advise the Board of Directors regarding the administrative operations of the Association, insurance, accounting, recordkeeping, contract negotiations, subcontractor due diligence and oversight, and property management issues.

ARTICLE VIII
CONTRACTS, CHECKS, AND DEPOSITS

SECTION 1: CONTRACTS

The Board of Directors may authorize a specific Officer or Officers and/or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority shall be confined to specific instances, a determinate subscription, or a predefined period. A minimum of three (3) bids shall be required before a contract may be awarded for any work or instrument that shall meet or exceed a price of \$2,500.00 unless deemed not feasible by the Board of Directors. Contracts for less than \$2,500.00 shall be reviewed and approved by a majority of* the Board of Directors vote on a case-by-case basis. All contracts shall require two (2) signatures, including the signature of the President and that of another Officer.

If a contract is awarded to a Member of the Association, that Member must be a Member in Good Standing, and said Member must remain a Member in Good Standing throughout the contract period.

SECTION 2: CHECKS, DRAFTS, OR ORDERS.

All checks, drafts, or other orders for the payment of money and notes or evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers and/or agent or agents of the Association as approved by the Board of Directors and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3: DEPOSITS

All funds of the Association not otherwise employed shall be deposited promptly to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX
BOOKS AND RECORDS

SECTION 1: BOOKS AND RECORDS OF THE ASSOCIATION

The Association shall keep the books and records as required by Virginia Code § 13.1-932 and Virginia Code § 55.1-1815. All financial records shall be kept in accordance with generally accepted accounting principles and the same shall be audited at least once per year by an auditor retained by the Board of Directors who shall not be a Member of the Association or occupant or tenant of any lot. The Association shall also file and maintain the annual reports required to be filed with the Virginia State Corporation Commission pursuant to Virginia Code § 13.1-936.

SECTION 2: ACCESS TO RECORDS BY MEMBERS

So long as the request is for a proper purpose related to his or her membership in the Association, all books and records kept on behalf of the Association shall be available for examination and copying by a Member in Good Standing or his or her authorized agent as set forth in Virginia Code § 55.1-1815.

ARTICLE X
RULES OF EXPENDITURE

SECTION 1: BUDGETED EXPENSES

The Board of Directors shall adopt an annual budget-subject to ratification by the Members at the Annual Meeting, which shall be the guideline under which all sources of funds are to be received by the Association and expenditures made thereby. All expenditures that exceed the adopted budget shall be fully accounted for at the next Annual Meeting.

SECTION 2: NON-BUDGETED EXPENSES

Non-budgeted expenditures, that is, those not approved in advance by the Board of Directors, are not authorized.

SECTION 3: WAIVERS

There shall be no waiver nor reduction of any amounts owed to the Association, be they dues, assessments, fees, penalties, late charges, fines, bills for services, or any other sums owed for another reason, without the resolution of the Board of Directors. Record of any waivers, reductions, or other exemptions from dues, assessments, fees, penalties, late charges, fines, bills for services, or any other sums owed to the Association shall be held in the official record of the Association.

ARTICLE XI
ADMINISTRATION

SECTION 1: FISCAL YEAR

The fiscal year of the Association shall be in accordance with the twelve (12) calendar month period beginning the first (1st) day of November.

SECTION 2: CORPORATE SEAL

The official corporate seal of the Association shall be inscribed with the name of the Association and the year of its incorporation and shall be in such form and contain such other words and/or figures as ordered by the Board of Directors. The official seal or its facsimile may be used on any paper or document of the Association as deemed appropriate by the Board of Directors. The seal shall be kept by the Secretary of the Association or the Management Company whom is delegated to maintain duties of the Association.

SECTION 3: RULES AND REGULATIONS

From time to time, the Board of Directors may prescribe Rules and Regulations for the orderly management of the Association. Such Rules and Regulations shall be ratified by the Members at the next meeting of the Members. The Rules and Regulations will be separate from these Bylaws.

SECTION 4: INDEMNIFICATION

The Board may provide indemnification for the Association's Officers, Directors, employees (including volunteer employees), agents, and Members to the extent and in the manner from time to time permitted by the laws of the Commonwealth of Virginia, including pursuant to Virginia Code § 13.1-876 and Virginia Code § 13.1-878, except that the Board cannot provide such

indemnification for criminal intention or willful misconduct. Except to the extent, such determination from time to time is reserved to the Members by the laws of the Commonwealth of Virginia, the Board's determination to provide or refuse indemnification is conclusive. Before the Association uses the Association's funds for indemnification, all insurance proceeds must be obtained and applied toward the indemnification.

SECTION 5: SEVERABILITY

If any provision of these Bylaws is ruled invalid by a court of competent jurisdiction, such ruling shall not affect the remaining provisions of these Bylaws.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, subject to ratification by a majority vote of the Members in Good Standing present at the Annual Meeting or a special meeting duly called.

ARTICLE XIII MISCELLANEOUS

SECTION 1: CAPTIONS

The headings, articles, and sections are inserted only as a matter of convenience and for reference, and in no way, define, limit, or describe the scope of these Bylaws or the intent of any provision.

SECTION 2: GENDER AND PLURAL USE

The use of the masculine or feminine gender in these Bylaws shall be deemed to include both genders, and the use of the singular shall be deemed to include the plural and vice versa, whenever the context so requires.

SECTION 3: CONSTRUCTION

These Bylaws shall be interpreted under the laws of the Commonwealth of Virginia.

SECTION 4: DEFINITION OF DECLARATION

The Declaration and Plat of Twin Lakes of record in the Clerk's Office of the Circuit Court of the County of Warren, Virginia in Deed Book 179, Page 58 and the Amended Declaration and Change of Name of Twin Lakes to Apple Mountain Lake of record in the Clerk's Office of the Circuit Court of the County of Warren, Virginia in Deed Book 181, Page 426 as well as all any subsequent amendment or restatements thereto shall mean the Declaration when used in these Bylaws.

SECTION 5: CONFLICTS AND CONTRADICTIONS

Any conflict that may arise from the interpretation of these Bylaws concerning the Articles of Incorporation and/or the Declaration shall be resolved in favor of the two (2) latter documents, which shall control. However, state law shall override provisions of any of these documents.

SECTION 6: DAYS

Unless otherwise specifically set forth herein, the use of the term "days" shall mean calendar days in these Bylaws.

The undersigned does hereby certify that the foregoing Bylaws constitute the Bylaws of Apple Mountain Lake Property Owners Association, a Virginia corporation, as adopted by the Board of Directors on Wednesday, September 21st, 2022, and as ratified by the Members of the Association on Sunday, October 16th, 2022 in accordance with the Bylaws of the Apple Mountain Lake Property Owners Association, Inc. as amended and ratified by the General Membership on October 18, 2009.

Deanne Depyper, President
Deanne Depyper, President

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF WARREN, to-wit:

I, Allen Bradford Grimm, a Notary Public in and for the State and City/County aforesaid, do hereby certify that Deanne Depyper, who is the President of Apple Mountain Lake Property Owners Association, a Virginia corporation, has this day personally appeared and acknowledged before me in the State and City/County aforesaid the foregoing Bylaws of Apple Mountain Lake Property Owners Association; on behalf of the corporation.

Given under my hand this 16th day of October, 2022.

Notary Registration Number: 7666515

My Commission Expires: 11/30/23

Allen Bradford Grimm (SEAL)
NOTARY PUBLIC

