

**AUTUMN GLEN-FREDERICK COUNTY, VIRGINIA**  
**HOMEOWNERS ASSOCIATION, INC.**

**AMENDED AND RESTATED**  
**BYLAWS**

**THESE AMENDED AND RESTATED BYLAWS** of Autumn Glen-Frederick County, Virginia Homeowners Association, Inc. (“Association”) are made as of the 14<sup>th</sup> day of August, 2018.

**W I T N E S S E T H**

**WHEREAS**, under Article IX of the Association’s original Bylaws, the Bylaws may be amended at an Association meeting by a two-thirds vote of those Members present in person or by proxy who are entitled to vote at that meeting; and

**WHEREAS**, by the requisite vote of the Members at a duly called Association meeting, the Members voted in the affirmative to approve amendments to the Bylaws, which amendments are incorporated into and set forth below to form an amended and restated set of Bylaws, and as evidenced by the certification below.

**NOW, THEREFORE**, the Bylaws of Autumn Glen-Frederick County, Virginia Homeowners Association, Inc. are hereby amended and restated in their entirety as follows, which replace the original Bylaws:

**ARTICLE I**

**SECTION 1.1 – DEFINITION AND OPERATION.** Specific reference is hereby made to the Deed of Dedication for Autumn Glen, recorded November 4, 1998 in Deed Book 919, at Page 1780 in the land records of Frederick County, Virginia, as subsequently amended and/or restated from time to time thereafter (“Declaration”), where necessary to interpret and apply the provisions of these Bylaws.

- A. **DEFINITIONS.** All terms defined in the Declaration have the same meaning when used in these Bylaws.
- B. **CONSISTENCY.** By adopting these Bylaws, it is intended for them to be consistent with the provisions of the Declaration.
- C. **INCONSISTENCIES AND CONFLICTS.** These Bylaws are subordinate to the Association’s Articles of Incorporation and to the Declaration in the event of any irreconcilable inconsistencies or conflicts.

**SECTION 1.2 – MEMBERSHIP, VOTING RIGHTS AND PROCEDURES.**

Membership, voting rights and voting procedures are expressly set forth in the Declaration as they apply to specific issues and matters of the Association. Where not so expressed, these Bylaws shall apply.

A simple majority (*i.e.*, more than half) of the votes cast by the Members shall be sufficient to take or authorize action upon any matter that may properly come before the membership for a vote, except as otherwise required by the laws of Virginia, the Declaration, these Bylaws, or the Articles of Incorporation. (Example: 81 votes cast x 51% = 42 votes to adopt motion).

If an Owner becomes more than 60 days' past due in the payment of assessments or other charges owed to the Association (as reflected on the Association's books), that Owner's eligibility to cast a vote as a Member of the Association is automatically suspended and shall remain suspended until the Owner's account with the Association is brought current.

Unless otherwise required by the Declaration or applicable law, the Board shall determine the method of voting, which may include, for example, voting in person, by mail and/or electronically.

**SECTION 1.3 – ASSOCIATION SEAL.** There may be an official seal properly showing the Association name, state of incorporation and non-stock status. The seal may be used on instruments deemed appropriate by the Board of Directors or as otherwise required.

**SECTION 1.4 – FISCAL YEAR.** The fiscal year of the Association shall be the calendar year, January 1 through December 31.

**SECTION 1.5 – NO VESTED RIGHTS.** No Member shall have vested rights of any type whatsoever to the assets or affairs of the Association that are transferable in any way, except as an incident to the transfer of title to such Member's Lot, as expressed in the Declaration.

**ARTICLE II**

**ASSOCIATION MEETINGS**

**SECTION 2.1 – ANNUAL MEETING.** There shall be an annual meeting of the Association held in November of each year, at a time set by the Association's Board of Directors ("Board"), which purpose, among other matters, shall be for the election of Directors to the Board.

**SECTION 2.2 – PLACE OF MEETINGS.** Meetings of the Association shall be held at the Stone Hall Community Center or other suitable place as may be designated by the Board.

**SECTION 2.3 – SPECIAL MEETINGS.** Special meetings of the Association may be called, as needed, by the Board or the Association's President or by written request of Members entitled to cast at least five (5) percent of the total votes in the Association provided that such written request must (i)

specify the purpose(s) for which the meeting is to be held (with such purpose falling within the lawful and proper authority of the membership), and (ii) be delivered to the Secretary (c/o the Association's management agent, if any). No business other than that stated in such written request shall be transacted at that special meeting.

SECTION 2.4 – POSTPONEMENT AND CANCELLATION. The Association's annual meeting and special meetings may be postponed by the Board as may be necessary due to inclement weather or other causes beyond the reasonable control of the Board, but shall not be cancelled.

SECTION 2.5 – MEETING NOTICES. Written notice stating the place, day and hour of each annual meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be given by or on behalf of the Secretary to each Member. Notice of an annual meeting shall be given no less than 14 days nor more than 60 days prior to the meeting; and notice of a special meeting shall be given no less than 7 days nor more than 60 days prior to the meeting. In the case of a special meeting or when otherwise required by law, these Bylaws or the Declaration, the purpose(s) for which the meeting is called shall be stated in the notice. No other business shall be transacted at a special meeting except as stated in the notice.

SECTION 2.6 – PROXIES. Members entitled to vote on Association matters may do so in person or by valid proxy. The Association will provide a standard proxy form for Members to use as needed. Unless otherwise specifically approved by the Board, only the standard proxy form will be accepted. Proxy forms submitted must be signed and dated by the Member and specify to whom the proxy is given. A valid proxy may be given to a non-Member. A proxy appointment is valid for 11 months unless a longer period is expressly stated on the proxy form. All proxy forms submitted shall be kept in the records of the Association.

SECTION 2.7 – MEMBERSHIP LIST. The Association shall maintain a current and accurate list of all Members showing the name, address and (if supplied) telephone number of all Members. However, each Member is responsible for promptly informing the Association, in writing, of their correct address of record and any subsequent changes to that address. Unless the Association is otherwise notified in writing, the Member's mailing address for purposes of Association-issued notices is the address of the Lot owned by that Member.

SECTION 2.8 – ATTENDANCE RECORDS. The Association shall have an attendance sheet at all meetings. Members present (in person or by proxy) will be so indicated on the attendance sheet. Attendance sheets will be kept in the records of the Association.

**SECTION 2.9 – ORDER OF BUSINESS.** The order of business for Association annual meetings shall be:

- (1) Call to order
- (2) Proof of quorum and proof of notice
- (3) Reading and approval of minutes of previous Association meeting
- (4) Financial report
- (5) Committee reports
- (6) Officer reports
- (7) Unfinished business
- (8) New business (and elections, if any)
- (9) Adjournment

**SECTION 2.10 – QUORUM.** Except as otherwise provided in the Declaration, the presence of Members (in person or by proxy) entitled to cast at least 20% of all votes of the membership shall constitute a quorum at any Association meeting. However, if such quorum is not reached on the initial meeting date, the Members present, by majority vote taken, may adjourn and reconvene to a later date, and at such reconvening of the meeting, the percentage required to constitute a quorum shall be reduced to 10%, provided that at least seven (7) days' notice must be given for any such meeting reconvened to a later date.

**SECTION 2.11 – CONDUCT OF MEETINGS.** The Association's President shall preside over all meetings of the Association, and the Secretary shall cause the minutes of the meeting to be kept. Except as may be modified by Board resolution or duly-adopted Rules and Regulations, the then current edition of Robert's Rules of Order shall govern the conduct of Association meeting proceedings when not in conflict with the Declaration, these Bylaws or applicable law.

### **ARTICLE III BOARD OF DIRECTORS**

**SECTION 3.1 – SCOPE AND COMPOSITION.** Association affairs will be controlled by a Board of Directors duly empowered, as expressed in the Declaration, the Articles of Incorporation and in these Bylaws. The Board shall take appropriate actions as specified in the Declaration, as may be needed and as are in the best interests of the Association.

The Board will comprise of not less than three nor more than seven Directors. Board members (*i.e.*, Directors) may be re-elected without limit on terms.

SECTION 3.2 – STANDARDS OF CARE. Board members shall perform their duties and carry out their responsibilities in good faith, with prudence and in the best interests of the Association.

SECTION 3.3 – RELIANCE. Board members are entitled to rely on the information provided by other Board members, Association officers, Members and other parties contracted to or requested by the Association to provide such information, unless such Board member has actual knowledge that such reliance is not justified.

SECTION 3.4 – COMPENSATION. Other than reimbursement for actual expenses incurred, there shall be no compensation paid by the Association to Board members for services rendered.

SECTION 3.5 – NOMINATIONS. Nomination for election to the Board is restricted to Members only (*i.e.*, Owners of Lots). Nomination may be made by any Member from the floor (or in accordance with any applicable Board-adopted election procedures) or, if so appointed, by a nominating committee. Only duly-nominated Members may be elected to the Board.

SECTION 3.6 – RESIGNATION. Any Director may resign at any time by giving written notice to the Board or to the President. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned at such time as that Director ceases to be an Owner.

SECTION 3.7 – ELECTIONS AND VACANCIES. Directors are elected for two-year terms by the Members at the annual meeting. Terms shall be and remain staggered so that that no more than half of the Directors' terms expire in any given year. When applicable and as necessary to create or re-establish such staggered terms, the applicable number of candidate(s) receiving the most votes shall be elected to serve full two-year terms, with the other Director seats being similarly filled for one-year terms based on the next highest number of votes received; once staggered terms are created or reestablished, successor Directors shall each be elected to full two-year terms unless being elected to serve the remaining unexpired term of a prior Director.

Election will take place by a written ballot. Directors shall be elected by plurality vote, with the nominee(s) elected based on the person(s) receiving the highest number of votes. Members eligible to vote shall be entitled to cast his/her vote for as many nominated candidates as there are Director seats up for election. Cumulative voting is not allowed. However, if the number of nominated candidates is equal to or less than the number of seats up for election, the presiding officer may declare the nominated candidate(s) elected by acclamation without the need to cast votes.

Vacancies occurring among the Directors between annual meetings (e.g., due to death, resignation, etc.), unless filled by the Members pursuant to Section 3.8 below, may be filled by

appointment by the remaining Directors, with such individual serving until the next meeting of the Members at which directors are elected, at which time a successor shall be elected by the Members to serve for the remaining unexpired term, if any.

**SECTION 3.8 – REMOVAL.** Board members may be removed from the Board, with or without cause, by a vote of the Members at any meeting of the Association called for that purpose (identifying the Director(s) who are subject to the removal vote), with at least thirty (30) days notice of such meeting being given to the Members in advance of such meeting and provided a majority of the ballots cast are for removal. A successor(s) may thereupon be elected by a plurality of the votes cast to fill the vacancy or vacancies thereby created, with such successor(s) serving the remaining unexpired term of the Director(s) so removed.

## **ARTICLE IV**

### **BOARD OF DIRECTORS MEETINGS**

**SECTION 4.1 – REGULAR MEETINGS.** The Board will meet each month at the Stone Hall Community Center or other suitable place designated by the Board, on a date and at a time set by the Board. Board meetings shall be open to Members and parties requested to attend by the Board or by any Board member. Board meetings may be rescheduled to another date during the month, but may not be cancelled unless it is known that a quorum of Directors will be unable to attend that month's meeting.

**SECTION 4.2 – SPECIAL BOARD MEETINGS.** Special meetings of the Board shall be held when called by the President or by a majority of the Directors with at least three (3) days' notice to the remainder of the Directors.

**SECTION 4.3 – NOTICE OF BOARD MEETINGS.** Notice to the Members shall be given to the extent required by, and consistent with, Section 55-510.1 of the Virginia Property Owners' Association Act as may be amended from time to time ("POA Act").

**SECTION 4.3 – BOARD QUORUM.** Board action may be taken at a Board meeting if a quorum of Board members is present. A quorum is present if a majority of the current number of Board members are in attendance at the meeting. With a quorum present, a majority vote of Board members in attendance shall constitute a Board action.

**SECTION 4.4 – ORDER OF BUSINESS.** The order of business at Board meetings shall be as follows unless otherwise determined by the presiding officer or by vote of the Board:

- (1) Roll call of Board members – to determine if a quorum exists
- (2) Reading and approval of minutes of previous Board meeting
- (3) Owners' open forum

(4) Management and/or financial report (if any)

(5) Committee reports (if any)

(6) Unfinished business

(7) New business

(8) Adjournment

SECTION 4.5 - Action Without a Meeting (Unanimous Written Consent). Any action that could be taken at a Board meeting may be taken without a meeting if each Director signs a consent (either in hard copy or through email) describing the action to be taken and delivers it to the Secretary. Such consents shall have the same force and effect as a unanimous vote. Written consents shall be kept as part of the Association's records.

## **ARTICLE V**

### **BOARD POWERS, DUTIES AND RESPONSIBILITIES**

SECTION 5.1 – GENERAL. The Board has the authority to exercise all rights, powers and authority conferred on the Association or on the Board by applicable law, the Declaration, the Articles of Incorporation, these Bylaws and/or the Association's Rules and Regulations, that are not expressly required to be done by the Members. The Board shall control, supervise and oversee all officers, agents, employees, volunteers, committees and contractors in order to assure that their respective duties and actions are being performed in the best interests of the Association.

SECTION 5.2 – FINANCIAL. The Board shall control and oversee all financial matters of the Association. It shall prepare an annual budget, which will include a statement of income and expenses along with a financial statement of balances. The annual budget, as adopted by the Board, will be presented to the membership at the Association's annual meeting (the Board may also present the budget at an earlier Board meeting or Association special meeting). Members' right to vote on increased annual assessment levels and/or special assessments is governed by the Declaration.

The Board shall present a financial report at each annual meeting of the Association. The report shall show income, expenses and account balances for the Association, since the previous annual meeting and for the current year.

The Board shall have proper controls and practices in place for all Association finances. Proper records shall be kept on all financial matters.

As deemed necessary or prudent by the Board or if requested by six or more Members, an audit of the Association's finances will be conducted by an independent certified public accountant who is neither an Owner nor resident within Autumn Glen.

**SECTION 5.3 – INSURANCE.** The Board shall ensure that an appropriate type and level of insurance coverage is in place at all times in order to best protect the Association and its assets. Further, the Board shall ensure that officers and directors liability coverage and fidelity coverage for Association funds are in place at all times.

**SECTION 5.4 – MANAGEMENT.** The Board may contract with a common interest community manager (as defined in Va. Code Section 54.1-2345) to provide management services for the Association as specified by the Board. Any such contract shall be for a period not to exceed two years (with optional renewal years) and must include a termination clause that gives the Board the right to terminate the contract, with or without cause, upon not more than 60 days written notice to the manager. All such contracts must also include a clause enabling the Board to examine the Association's books and records as prepared or kept by the manager on behalf of the Association, within 36 hours of any request to do so.

The Board is not relieved of any of its duties and obligations to the Association by virtue of any contracts with outside parties.

**SECTION 5.5 – RESALE DISCLOSURE PACKETS.** The Board shall cause to be timely prepared and issued resale disclosure packets and updates in accordance with the POA Act. The Association or its common interest community manager, as applicable, may charge such fees as allowed under the POA Act for the cost of providing such information.

## **ARTICLE VI**

### **BOOKS AND RECORDS**

**SECTION 6.1 – SPECIFIED RECORDS.** The Association shall have the following records kept in a current, correct and complete manner:

- (1) Books of account and records of all financial matters
- (2) Minutes of all Board and Association meetings
- (3) Membership lists
- (4) Certificates of Insurance for Association-maintained policies
- (5) Current Association contracts
- (6) Such other books and records as may be designated by the Board or required to be kept by the

Declaration, these Bylaws or applicable law.



SECTION 6.2 – INSPECTION. The books and records of the Association are available for inspection and reproduction by any Member in good standing (or their duly authorized agent) upon reasonable notice, in writing, to the Board for any proper purpose in accordance with the requirements and limitations of the POA Act.

**ARTICLE VII**  
**ASSOCIATION OFFICERS**

SECTION 7.1 – REGULAR OFFICERS. The Officers shall be as follows: President, Vice President, Treasurer, and Secretary. If approved by the Board, the offices of Secretary and Treasurer may be combined into one office titled Secretary/ Treasurer.

SECTION 7.2 – ELECTION OF OFFICERS. Officers shall be elected by the Board of Directors at the Board’s first meeting after the annual meeting of the Association by a majority vote and shall serve until the Board elects successor officers after the next annual meeting. The President and Vice President must be elected from Directors serving on the Board; the Treasurer and Secretary may also be elected from the Directors serving on the Board, but are not required to be.

SECTION 7.3 – RESIGNATION AND REMOVAL. An officer may resign by submitting written notice to the Board. An officer may be removed from office with or without cause by a majority vote of the Board. Resignation shall take effect as of the date of vote. Any vacancy created by the above actions may be filled, by vote of the Board, said term of any new officer to be until the Board elects a successor officer after the next annual meeting.

SECTION 7.4 – DUTIES. The duties of the Officers are:

A. President: Shall preside at all Association and Board meetings and shall see that all resolutions of the Association and the Board are carried out as prescribed and shall sign all binding written instruments and have general powers over Association affairs as its chief executive officer, subject to any applicable resolutions of the Board.

B. Vice President: Shall act in the place and stead of the President in the event of President’s absence or inability to act on Association matters and shall exercise and discharge any other duties as required and set forth by the Board of Directors.

C. Treasurer: Shall receive and deposit all monies of the Association in appropriate and approved accounts and shall sign written instruments of the Association as directed by the Board and shall keep proper books and records of account for Association finances and shall exercise and discharge any other duties as set forth by the Board.

The Treasurer shall be covered by a fidelity policy or bond covering Association funds as set forth above.

The books and records of account, along with any related material and information shall remain the sole property of the Association and shall be turned over to the Board upon expiration of term in office or upon written request from the Board.

The Board may delegate certain treasurer duties to an authorized agent or contractor, in which such case the treasurer shall have oversight responsibility for purposes of ensuring that the agent or contractor properly performs those delegated duties.

D. Secretary: Shall keep the minutes of all Board and Association meetings, which include a record of all proceedings, actions taken and voting results and shall give proper notice of all meetings as set forth in the Declaration and in these Bylaws. The Secretary shall keep a current accurate membership list as prescribed and shall exercise and discharge any other duties as set forth by the Board. The Board may delegate certain secretary duties (such as recordkeeping) to an authorized agent or contractor, in which such case the secretary shall have oversight responsibility for purposes of ensuring that the agent or contractor properly performs those delegated duties.

## **ARTICLE VIII COMMITTEES**

The Board of Directors may appoint, disband, and establish Charters for such committees as the Board deems necessary or appropriate to assist the Board in the administration of the affairs of the Association. Such committees shall have the purpose, responsibility and authority as granted or directed by the Board. In no instance, however, shall any committee override the authority of the Board. A record shall be kept of all committees appointed, committee purposes, committee duties and committee memberships. Committees appointed shall keep a record of all action taken and submit reports to the Board as directed to do so. Committee meetings are subject to all applicable notice and open meeting requirements specified in the POA Act.

## **ARTICLE IX BYLAW AMENDEMENT**

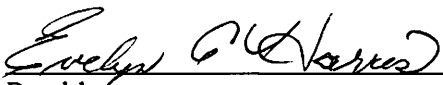
These Bylaws may be amended by the membership of the Association at any Association meeting called for that purpose by a two-thirds (2/3) majority vote of all members entitled to vote at that meeting, in person or by proxy. Any amendment to these Bylaws shall not cause conflict or inconsistency with the Articles of Incorporation or the Declaration.

**ARTICLE X**  
**MISCELLANEOUS**

SECTION 10.1 - NOTICE. Subject to any specific limitations or requirements for notice imposed by the Declaration, the POA Act or other applicable law, or unless otherwise determined by the Board pursuant to Section 10.2 below, notices required to be sent by the Association to a Member shall be sent by first-class mail, postage prepaid, to the Member's mailing address as listed in the Association's records. If mailed, such notice shall be deemed to be given when deposited in the U.S. mail.

SECTION 10.2 - USE OF TECHNOLOGY. Subject to any specific limitations or requirements for notice imposed by the Declaration, the POA Act or other applicable law, the Board may provide for or allow notices, votes, consents or approvals to be accomplished using the most advanced technology available at the time if such use is a generally accepted business practice, all in accordance with any applicable requirements and limitations imposed by Section 55-515.3 of the POA Act and by the Virginia Nonstock Corporation Act. If a provision of the Bylaws or Rules and Regulations provides for a vote, approval or consent of Members (or Owners) at a meeting, then at the Board's discretion, such vote, approval or consent may also, or in the alternative, be obtained by mail or electronic transmission in accordance with applicable law, and in such event, the minimum total number or percentage of Members (or Owners) required to participate in the process shall be equal to the applicable quorum requirement had a meeting been held for that purpose, and such process shall be subject to the same amount of advance notice as would have to be given to Members (or Owners) had a meeting been held for that purpose.

IN WITNESS WHEREOF, AUTUMN GLEN-FREDERICK COUNTY, VIRGINIA  
HOMEOWNERS ASSOCIATION, INC. has caused these Amended and Restated Bylaws to be signed by its principal officer, who hereby certifies that this amendment was duly adopted by the required percentage of Members at a duly noticed Association meeting.


Signed By:   
President,  
Autumn Glen-Frederick County,  
Virginia Homeowners Association, Inc.

Date: 8/14/, 2018

State of Virginia

City/County of FREDERICK, to wit:

The foregoing instrument was acknowledged before me on this 14<sup>th</sup> day of AUGUST, 2018 by Evelyn Harris, whose name is signed as Autumn Glen-Frederick County, Virginia Homeowners Association, Inc. to the foregoing Amended and Restated Bylaws, as being signed pursuant to due and proper authority on behalf of that Association.

  
Notary Public

My commission expires: 11/30/19

My notary registration number: 76066515

**ALLEN BRADFORD GRIMM  
NOTARY PUBLIC  
Commonwealth of Virginia  
Reg. # 7688515  
My Commission Expires November 30, 2019**

ALLEN BRADFORD GRIMM  
NOTARY PUBLIC  
Commonwealth of Virginia  
Reg. # 768212  
My Commission Expires November 30, 2019