

CROSS CREEK VILLAGE HOMEOWNERS ASSOCIATION, INC.

BYLAWS 2015

*Adopted June 1, 2001 and amended
August 5, 2004, October 28, 2005, and March 25, 2010 and June 25, 2015*

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ARTICLE I . GENERAL

As and where necessary to interpret and apply the provisions of these Bylaws, specific reference is made to the Deed of Dedication for Cross Creek Village, recorded as Section I-01-1440 dated February 13, 2001, and Section II-02-12323 dated July 25, 2002, in the office of the Clerk of the Circuit Court of Frederick County, Virginia. These Bylaws hereby incorporate all provision of the Deed of Dedication as they pertain to the Association for Cross Creek Village and as issued under the laws of the Commonwealth of Virginia.

Section 1. DEFINITIONS

- A. Definitions. All terms defined in Article I of the Deed of Dedication have the same meaning when used in these Bylaws.
- B. Application. These Bylaws establish the organization and procedures of the Association; provide the policies and rules governing the use and enjoyment of the properties of the Association; enforce provisions, restrictions, covenants, and reservations applicable to Cross Creek Village duly recorded in the land records of Frederick County, Virginia.
- C. Purpose. These Bylaws establish that the purpose of the Association is to provide an organization through which the property owners in Cross Creek Village may enjoy private facilities and activities in an attractive community with a clean and safe environment.
- D. Consistency. These Bylaws are intended to be consistent with the provisions of the Deed of Dedication and Articles of Incorporation. In any cases of inconsistencies or conflicts as to authority, these Bylaws shall be subordinate to those documents. In addition, the Bylaws shall be in conformance with the Virginia Property Owners' Association Act.

Section 2. CORPORATE SEAL

If the Board of Directors so decides, there may be an official corporate seal of the Association showing the name, state of incorporation, and non-stock status for use on documents or other instruments as the Board of Directors shall direct.

Section 3. FISCAL YEAR

The fiscal year of the Association shall be the calendar year, January 1 through December 31.

ARTICLE II. GENERAL ORGANIZATION

Section 1. MEMBERSHIP

- A. Who is a Member. Every owner of property in Cross Creek Village shall be a member of the Association, but each property shall have but one vote.
- B. Annual Assessments. Members shall be required to pay annual assessments as prescribed by the Board of Directors in compliance with Article V, Section 3 of the Deed of Dedication outlining the basis and maximum of annual assessments. Assessments unpaid more than 30 days beyond the due date shall be assessed 12 percent per annum interest until paid.
- C. Special Assessments. The Association may levy a special assessment applicable to the assessment year only, for construction, repair, and maintenance of any capital improvements including Association owned driveways and roads.
- D. Fines. The Board may levy a fine for violation of any covenant, restriction, or rule, or for assessments overdue more than 60 days. Any such fine for violations shall fall within limitations of \$10.00 per day for up to 90 days or a per occurrence of \$50.00 as provided in the Virginia Code 55-513 Section D. A fine shall be treated the same as an assessment.
- E. Failure to Pay. Failure to pay assessments or fines shall result in loss of voting rights and use of Association properties and facilities until paid and may result in the delinquent owner facing the cost of collection plus legal fees.

Section 2. BOARD OF DIRECTORS

- A. Number of Directors. The business and affairs of the Association shall be managed by a Board of Directors of not less than three or more than seven directors. Any change in the actual number of sitting Board members shall be by a vote of the members at an annual meeting prior to the annual election and shall take effect at the first Board meeting following the annual election.
- B. Election of Board Members. Board members shall be elected at the annual meeting of members of the Association. Election will be by written, secret ballot. A nominee shall be elected by a majority of those voting in person or by proxy.
- C. Terms. Directors shall be elected for two-year staggered terms. Terms shall end with annual elections.
- D. Compensation. Directors shall serve without compensation.

- E. **Removal.** Any Board member may be removed from the Board at any meeting, with 30 days notice of such action, by a vote of a majority of Association members voting in person or by proxy at such meeting.
- F. **Vacancies.** In the event of a vacancy on the Board, either by removal, resignation, or other reason, the Board may appoint a replacement. A replacement shall serve only to the end of the term of the Director being replaced. A resigning Director shall serve until appointment of his successor.

Section 3. ASSOCIATION OFFICERS

- A. **Number of Officers.** There shall be a President, Vice President, Treasurer, and Secretary of the Association. The office of Treasurer may be combined with either of the other officers.
- B. **Selection of Officers.** Officers of the Association shall be selected by the Board of Directors as soon as is practicable after the annual meeting. The officers' terms shall be for one year, until the next annual meeting. Officers shall serve without compensation of any kind.
- C. **Removal of Officers Vacancies.** An officer may be removed by a majority vote of the Board at any time. If an officer vacancy occurs for whatever reason, the Board shall select a replacement.

Section 4. DUTIES OF OFFICERS

- A. **The President.** The President shall preside at all meetings of members and directors and shall manage the business and affairs of the Association.
- B. **The Vice President.** The Vice President shall perform the duties of the President in the absence or inability of the President to act. The Vice President shall also generally assist the President and perform such other duties as may be prescribed by the Directors.
- C. **The Treasurer.** The Treasurer shall be bonded and have custody of all funds, securities, and other personal property of the Association, and unless the Board contracts with an outside party for such duties, the Treasurer shall receive and deposit all monies of the Association in appropriate and approved accounts in such bank or trust company as designated by the Board. The Treasurer shall keep proper and accurate records for Association finances and shall perform any other duties pertaining to Treasurer set forth by the Board.

D. The Secretary. The Secretary shall keep the minutes of all Board and Association meetings, including voting results, and shall give proper notice of all meetings as required by these Bylaws, and shall affix the seal of the corporation to instruments where required. The Secretary shall keep a current and accurate membership list and shall perform any other duties incident to the office of the Secretary as prescribed by the Board.

Section 5. COMMITTEES

The Board may form various committees, some standing and some ad-hoc, for specific purposes, and shall appoint a chairperson and members of such committees, all of whom shall be members of the Association in good standing. Committees shall be advisory only, with any recommended action needing approval by the Board. A Board member shall serve as liaison to each committee.

ARTICLE III. ASSOCIATION MEETINGS

Section 1. ASSOCIATION MEETINGS

An annual meeting of the Association shall be held at the Community Center on the same day of the week of the same month each year as determined by the Board of Directors. The business of the meeting shall be the election of Board members for the coming year, and any other matters placed on the agenda. In addition, the Board may schedule no more than two regular additional members meetings during the year, the dates and times to be determined by the Board.

Section 2. BOARD MEETINGS

The Board of Directors shall meet a minimum of six (6) times per year at the same specified time, as designated by the Board, in the Community Center. In addition, a newly-elected Board shall take office after the annual meeting and meet as soon as is practicable for the purpose of organizing. Special meetings of the Directors may be called by the president and must be called at the written request of two members of the Board. Directors shall be given at least five days notice of a special Board meeting. All meetings of the Board shall be open to all members of record, except when the Board meets in executive session to consult with legal counsel, discuss contracts, litigation, violations of rules by certain members, personnel, or other such matters. Convening in executive session shall come only after the Board in an open meeting agrees to do so. No action adopted in executive session shall become effective unless the Board votes on such action in a reconvened open meeting after the executive session. An agenda of any Board meeting shall be posted in the Community Center at the same time Board members receive it.

Section 3. SPECIAL MEMBERS MEETINGS

Special meetings of the members for any purposes may be called by the President for the Board and must be called on written request by at least ten members of the Association.

Section 4. NOTICE OF ANNUAL OR SPECIAL MEMBERS MEETINGS

Notice of the annual meeting and other regular meetings of members stating the time, place, and purpose shall be mailed to each member no less than 30 days or more than 60 days prior to the meeting. Notice of a special meeting shall be mailed no less than 15 days nor more than 30 days prior. Notice of meetings and the agenda shall be posted in the Community Center.

Section 5. POSTPONEMENT AND CANCELLATION

The annual members meeting may be postponed by the Board for not more than 15 days from the established date but not cancelled. A special meeting may be postponed or cancelled by the Board. A Board meeting may be postponed but not cancelled.

Section 6. QUORUM

At any meeting of Association members except ones to change assessments, 50 percent of all members and proxies shall constitute a quorum. A meeting called on assessments shall require that 67 percent of members entitled to vote or their proxies shall be a quorum. If no such quorum is forth coming, the membership may adjourn the meeting and reconvene without notice then the quorum for any subsequent meeting for the same purpose shall be one-half of that required for the preceding meeting.

Section 7. PROXIES

Members may vote in person or by proxy on a standard form signed and dated by the member with name to whom the proxy is given and length of time for which given (no longer than one year). A valid proxy may be given to a non-member.

ARTICLE IV. BOARD POWERS, DUTIES, AND RESPONSIBILITIES

Section 1. GENERAL

The Board is empowered over Association matters as expressed in the Deed of Dedication and these Bylaws. The Board shall supervise all officers, agents, employees, volunteers, committees, and contractors to ensure that their respective duties and actions are being performed in the best interests of the Association.

Section 2. FINANCIAL

The Board shall oversee all financial matters of the Association and shall prepare an annual budget that will be presented for approval by members at the annual meeting or other members meeting called for that purpose. If a budget is not approved, it must be resubmitted to the membership at another meeting called for budget approval a financial report shall be presented at each Association meeting. The Board shall have proper controls and practices in place for all Association finances and proper records kept. If requested by six or more members of the Association, the Board must require an audit of the Association's finances by a committee appointed by the Board.

Section 3. INSURANCE

The Board shall ensure that an appropriate type and level of insurance is in place at all times 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 4. MANAGEMENT

The Board may contract with an outside party to handle affairs of the Association as specified by the Board. Any such contract shall not exceed two years and must include a termination clause that gives the Board the right to cancel the contract, with or without cause, upon not more than 60 days written notice. Such contract must include a clause enabling the Board to examine the contractor's books and records as they relate to 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. INFORMATION

The Board shall provide pertinent information regarding any lot or common area when requested to the lot owner, lender, insurer, mortgage loan guarantor, or such others. A fee reflecting the actual cost of providing such information, but not to exceed \$100 may be charged. The Association may charge the seller of a property a fee for the preparation and issuance of a disclosure packet required to be furnished the buyer, and such fee shall reflect only the actual cost of the preparation of the packet, or portion thereof, but shall not exceed \$100. However, in any case where the seller already has pertinent documents the packet is required to contain as determined by the Association and specified by the Virginia Code, then the only charge shall be for duplication or preparation of documents that the seller does not already possess. After confirming a packet is complete, the Association shall provide the seller with a letter ensuring that fact.

ARTICLE V. BOOKS AND RECORDS

Section 1. SPECIFIED RECORDS

The Association shall have the following records kept in a current, correct, and complete manner:

- Books of account and records of all financial matters,
- Minutes of all Board and Association meetings,
- Membership lists,
- Insurance policies, endorsements, and binders,
- Deeds, contracts, and agreements, and
- Records and materials as expressed in the Deed of Dedication and these Bylaws.

Section 2. INSURANCE

All books and records of the Association shall be available for inspection by any member or his duly authorized representative after reasonable notice in writing to the Board, upon Board approval, and to the extent that such request complies with all applicable state and federal privacy laws and is for a proper purpose related to the requestor's membership. Reasonable charges will be imposed and collected prior to providing copies of any books and records.

ARTICLE VI. INCLUSIONS

Section 1. DEED OF DEDICATION

All provisions of the Deed of Dedication of Cross Creek Village of record in the Clerk's Office of the Circuit Court of the County of Frederick, Virginia, as they pertain to this Association are hereby incorporated into these Bylaws and made a part hereof by this reference as though set out in full. Any changes or additions to Covenants and Restrictions in the Deed made in the future shall be incorporated automatically into these Bylaws.

Section 2. RULES AND REGULATIONS

Any rule or regulation adopted by the Board of Directors that is intended to be permanent is hereby, or shall be, incorporated into these Bylaws. Any rule or regulation may be repealed or amended by a majority of votes cast at a meeting called for such purpose.

Section 3. ARCHITECTURAL CONTROL

A separate document, "Architectural Control Guidelines and Procedures," covering landscaping, signs, temporary decorations and structure, fencing, satellite dishes, outdoor fireplaces, porches, patios, walkways, and driveways plus application procedures is hereby incorporated into the Bylaws.

ARTICLE VII. AMENDING BYLAWS

Section 1. POWERS OF THE DIRECTORS TO AMEND

The Board of Directors shall have power to make, amend, and repeal the Bylaws of the Association when authorized by a two-thirds majority vote of all members voting in person or by proxy at any annual meeting or at a special meeting called for such purpose. Any Bylaw made by the Directors may be altered or repealed by a two-thirds majority vote of all members voting in person or by proxy at a meeting called for such purpose.