

**Village at Harvest Ridge**  
**Homeowners Association, Inc.**  
**Winchester, Virginia**

***Amended & Restated Bylaws***

**June 16, 2021**

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# VILLAGE AT HARVEST RIDGE HOMEOWNERS ASSOCIATION, INC.

## AMENDED & RESTATED BYLAWS

**THESE AMENDED AND RESTATED BYLAWS** (“these Bylaws”) of Village at Harvest Ridge Homeowners Association, Inc. (“Association”) are made as of the 16th day of , 2021.

**WHEREAS**, under Article 8 of the Association’s prior Bylaws, the Association’s Board of Directors (“Board of Directors”) had the authority to amend the prior Bylaws by majority vote of the Board of Directors; and

**WHEREAS**, by the requisite vote at a duly called Board of Directors meeting, the Board of Directors voted to approve amendments to the prior Bylaws, which amendments are incorporated into and set forth below to form an amended and restated set of Bylaws.

**NOW, THEREFORE**, the prior Bylaws of the Association are hereby amended and restated in their entirety as follows, with these Bylaws superseding the prior Bylaws.

### **ARTICLE 1: NAME AND BASIC PROVISIONS**

#### **SECTION 1: NAME**

The name of the corporation is Village at Harvest Ridge Homeowners Association, Inc., a nonstock corporation established under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia.

#### **SECTION 2: PRIMACY OF THE DEED(S) OF DEDICATION**

These Bylaws are subordinate to all provisions of the Deeds of Dedication as recorded in the Clerk’s Office of the Circuit Court of Frederick County, Virginia, pertaining to the Village at Harvest Ridge development and the Association as may be amended from time to time (collectively, the “Deeds of Dedication”). Nothing in the Bylaws override the provisions within the Deeds of Dedication.

#### **SECTION 3: DEFINITIONS**

All terms defined in the Deeds of Dedication have the same meaning when used in these Bylaws, except those terms that are specifically defined in these Bylaws.

**“Association”** means and refers to Village at Harvest Ridge Homeowners Association, Inc., a nonstock Virginia corporation and its successors.

**“Board of Directors” or “Board”** means and refers to the Association’s Board of Directors.

**“Governing Documents”** means and refers to the Deeds of Dedication, these Bylaws, the Association’s Articles of Incorporation and the Rules and Regulations.

**“Lots”** means and refers to the Lots within Village at Harvest Ridge that are subjected to the Deeds of Dedication as reflected in the County’s land records and governed by the Association.

**“Managing Agent”** means and refers to the management company hired by the Board of Directors to serve as the Association’s management agent.

**“Member”** means and refers to every individual or entity that holds membership in the Association pursuant the Association’s Articles of Incorporation and the Deeds of Dedication.

**“In person”** means either physically present or, through the use of technology, remotely present through electronic means (in accordance with applicable law), as with video or audio conferencing.

**“POA Act”** means and refers to the Virginia Property Owners’ Association Act.

**“Rules and Regulations”** means and refers to the Association’s rules and regulations as adopted by the Board of Directors.

## **ARTICLE 2: MEMBERS**

### **SECTION 1: MEMBERSHIP IN THE ASSOCIATION**

- A. As defined in the Deeds of Dedication, Owners of Lots within Village at Harvest Ridge shall be Members. When a Lot is owned by more than one individual or entity, then all the co-owners of the Lot are jointly considered the Member associated with that Lot—i.e., there is only one membership per Lot.
- B. All Members are personally responsible for payment of assessment and other charges imposed by the Association in accordance with applicable law and the Governing Documents.
- C. The Managing Agent shall be responsible for maintaining an accurate list of Members under the direction of the Association Secretary.
- D. A Member is not in good standing if either (i) that Member is more than thirty (30) days past due in the payment of any financial obligation owed to the Association; or (ii) that Member or a resident of that Member's Lot is currently in violation of the Governing Documents as determined by the Board.

### **SECTION 2: VOTING RIGHTS**

- A. In accordance with the Articles of Incorporation and the Deeds of Dedication, each Member is allowed one (1) vote for each Lot owned by that Member.
- B. Members have the right to vote for the election of or removal of directors serving on the Board of Directors, as well as the right to vote on other matters requiring or authorizing a membership vote under applicable law, the Articles of Incorporation, the Deeds of Dedication, or these Bylaws.
- C. Members entitled to a vote may do so in person, by proxy or by absentee ballot as determined by the Board of Directors. When applicable, Members must contact the Association Secretary to obtain a copy of the Association-mandated proxy appointment form (or proxy appointments may be submitted electronically if authorized by the Board), and the proxy appointment form must be signed and dated by the Member who is appointing the proxy (or by that Member's authorized agent or attorney-in-fact). A proxy appointment shall be valid only for the meeting of Members specified on the appointment form (including any rescheduling or reconvening of that meeting); no proxy appointment shall be valid for more than eleven (11) months from the date of the signature unless a longer period is specified on the appointment form.
- D. The Board of Directors may, upon notice, suspend a Member's right to vote as a Member for any period during which any assessment against that Member's Lot remains delinquent (i.e., more than 30 days past due) and for a period not to exceed thirty (30) days for any violation of the Rules and Regulations.

## **ARTICLE 3: ASSOCIATION MEMBERSHIP MEETINGS**

### **SECTION 1: SCHEDULED MEETINGS**

The Board of Directors shall set a date, time, and place for an annual meeting of the Association's Members for the primary purpose of electing directors to serve on the Board of Directors. Other business of the Association may be conducted at this meeting, such as other matters presented to the Members for a vote.

### **SECTION 2: SPECIAL MEETINGS**

- A. The Association President or the Board may call a special meeting if deemed necessary or appropriate, and the Association President must call a special meeting upon receipt of written requests for a special meeting from at least thirty percent (30%) of the Members who are then entitled to vote.

B. For a Member-requested special meeting, the process of requesting a special meeting begins with a request to the Association Secretary for a special meeting petition form. The Member who initiates the petition shall state the purpose of the meeting (which must be a proper purpose falling within the Members' authority) and obtain the required number of signatures from other Members. When the form with signatures is complete, the form shall be returned to the Secretary. The Board reserves the right to contact Members who have signed the petition to validate their signatures and intent. When the Board has validated the request and signatures, the President shall call a special meeting of the Members in compliance with the time restrictions specified in Section 3 below.

### **SECTION 3: NOTIFICATION**

Except when otherwise required by applicable law, the Association Secretary (or the Managing Agent) shall at least fourteen (14) days in advance of any annual meeting and at least seven (7) days in advance of a special meeting of the Members (but no more than sixty (60) days prior to the meeting) send to each Member notice of the time, place, and purposes of such meeting in accordance with the POA Act. See also Article 6 of the Bylaws regarding notice. The annual and special meetings of the members may be postponed by the Board as may be necessary or prudent due to inclement weather, a public state of emergency, or other causes beyond reasonable control of the Board. To the extent allowed under the POA Act, the meeting "place" may be virtual if the meeting is held through electronic means rather than having a physical meeting location.

### **SECTION 4: QUORUM**

According to the Virginia Nonstock Corporation Act, there must be a quorum present at all Association meetings. Except as otherwise provided in the Deeds of Dedication, "quorum" is reached when at least ten percent (10%) of the Members are present at the meeting either in person or by proxy.

## **ARTICLE 4: BOARD OF DIRECTORS**

### **SECTION 1: GENERAL POWERS**

The management of the affairs of the Association shall be vested in the Board of Directors, which has the authority to carry out all powers, duties, and responsibilities of the Association except where the vote or approval of the Members is required under applicable law, the Articles of Incorporation, the Deeds of Dedication, or these Bylaws. The Board of Directors shall have the authority to develop policies and procedures related to the operation of the Association and other areas of Association responsibility.

### **SECTION 2: ELIGIBILITY**

Only Members in good standing shall be eligible to be elected or appointed to serve as directors. Members who wish to be a candidate for an opening on the Board of Directors must contact the Managing Agent in writing, no less than two weeks prior to the annual meeting, stating their interest and qualifications or otherwise follow the applicable instructions issued by the Board or Managing Agent pertaining to the vacancy(s) on the Board.

### **SECTION 3: NUMBER AND TENURE**

A. There shall be not less than five (5) or more than nine (9) directors. Directors shall be elected at each annual meeting to serve one (1) year terms. Directors shall serve without compensation. Each director may hold office until the election of his or her successor by the Members and may run for re-election for an additional one (1) year term(s). However, a director may resign at any time by submitting a written notice to the Board or the Association President or Secretary. In addition, a director shall be deemed to have immediately resigned at such time as that director ceases to be a Member.

B. A director may be removed from office by a simple majority vote at a special meeting of the Members called for that purpose; a successor may at that same meeting be elected by the Members, with such successor serving the remaining unexpired term of the director(s) so removed. Otherwise, vacancies on the Board occurring between annual meetings (e.g., due to death, resignation, etc.) may be filled by appointment by the majority vote of the

remaining directors, with such individual serving until the next meeting of the Members at which directors are elected.

C. The Board 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. Committees may consist of Members as well as non-Member residents or other individuals from outside the Association as determined by the Board. 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 application notice and open meeting requirements specified in the POA Act.

#### **SECTION 4: REGULAR MEETINGS**

A. The Board of Directors shall make a schedule of regular Board meetings available to Members as required by the POA Act. These regularly scheduled Board meetings are open to Members who wish to attend.

B. During a regular or special Board meeting, the Board may hold executive (closed) sessions as needed to address confidential issues as permitted under the POA Act. When the Board approves a motion to convene into executive session, attendance during the executive session shall be limited to directors, and, as determined by the Board, the Managing Agent and other individuals to provide input on the confidential matter under discussion. After executive session, the Board will convene back into the open part of the meeting as required by the POA Act before holding an official vote or adjourning the meeting.

C. To the extent allowed under the POA Act, the meeting “place” for any regular or special Board meeting may be virtual if the meeting is held through electronic means rather than having a physical meeting location.

D. 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 vote. Written consents shall be kept as part of the Association’s records.

#### **SECTION 5: SPECIAL MEETINGS**

The Association President may call a special meeting of the Board of Directors and must call one upon receipt of a written request from two (2) directors. Each director must be provided notice of a special meeting at least five (5) days prior to the meeting. A director may waive the advance notice requirement by submitting a written waiver to the Secretary. See also Article 6 of the Bylaws regarding notice. Notice to the Members shall be published on the same day that directors are given notice of the special meeting as required by the POA Act.

#### **SECTION 6: QUORUM AND VOTING**

A. For the purpose of meetings of the Board of Directors, a simple majority of the current number of directors constitutes a quorum. With a quorum present, a majority vote of directors in attendance constitutes a Board Action.

B. The newly elected Board may meet immediately following the conclusion of the annual meeting of the Members if (i) notice of such a Board meeting was included with the annual meeting notice, and (ii) there is a quorum of directors present. At this post-election Board meeting (or otherwise at the first Board meeting held after the annual meeting), the Board will elect officers and may transact other pending business. See also Article 6 of the Bylaws regarding notice.

#### **SECTION 7: 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 Managing Agent may charge such fees as allowed under the POA Act for the cost of providing such information.

## **ARTICLE 5: OFFICERS**

### **SECTION 1: QUALIFICATIONS**

Officers shall be chosen from the elected members of the Board of Directors. There shall be a President, Vice President, Secretary, and Treasurer. Officers shall serve without compensation. The position of Treasurer may be combined with any of the other officer positions listed above other than President. An officer may resign by notifying the Secretary or the Board in writing. Vacancies among the officers shall be filled by a vote of the remaining members of the Board of Directors. An officer may be removed from office by a simple majority vote of the Board at a Board meeting.

### **SECTION 2: THE PRESIDENT**

A. The President shall preside at Board and Members' meetings. The President shall prepare agendas for all Board and Members' meetings and present the agendas to the Secretary.

B. The President shall oversee the relationship between the Board and the Managing Agent. The President shall also review all service contract proposals to ensure they address requirements specified in the Association's Requests for Proposals.

### **SECTION 3: THE VICE PRESIDENT**

The Vice President shall assist the President and exercise such other powers and perform such other duties as prescribed by the Board. In the absence of the President, the Vice President shall exercise the powers and perform the tasks assigned to the President.

### **SECTION 4: THE TREASURER**

A. Should the Board deem it necessary, the Treasurer shall, before assuming office, post a surety bond, the premium for which shall be paid by the Association.

B. The Treasurer shall maintain oversight of all funds, securities, evidence of indebtedness, and other property of the Association. The Treasurer shall work closely with the Managing Agent to ensure funds and financial records are managed as directed by the Board. The Treasurer shall monitor financial statements from the Managing Agent for accuracy and compliance with Board directions. The Treasurer shall perform other duties assigned by the Board.

The Treasurer shall ensure funds of the Association are deposited in a bank or trust company approved by the Board. The Treasurer shall ensure checks drawn against such funds are signed in the manner established by the Board.

The Treasurer shall ensure that an external audit is performed annually and the results presented to the Board.

C. The Board may delegate certain Treasurer duties to the Managing Agent or independent contractor, in which such case the Treasurer shall have oversight responsibility for purposes of ensuring that the Managing Agent or contractor properly performs those delegated duties.

### **SECTION 5: THE SECRETARY**

A. The Secretary shall keep the minutes for all meetings of the Board and Members. The Secretary shall provide notice of all meetings of the Board and Members as required under the Bylaws and the POA Act. The Secretary shall ensure that the Managing Agent has charge of membership rolls and such other records as the Board may direct. The Secretary shall have the Association-mandated proxy appointment forms available at any meeting of the Members when necessary to help achieve quorum or for voting purposes. The Secretary shall perform other duties as determined by the Board.

B. The Board may delegate certain Secretary duties to the Managing Agent or independent contractor, in which such case the Secretary shall have oversight responsibility for purposes of ensuring that the Managing Agent or contractor properly performs those delegated duties.

## **ARTICLE 6: NOTICE**

A. Subject to any limitations or requirements imposed by applicable law: (i) any notice required to be given under the Bylaws directly to a Member (including a director) may be given by mailing, faxing, or emailing to the person(s) entitled thereto at an address, fax number, or email address provided to the Association by that Member; and (ii) required notifications shall be deemed to have been given at the time notification is mailed, faxed, or emailed. Persons entitled to notification under the Bylaws may waive such notice requirements. Members are responsible for ensuring their mailing addresses, email, and telephone information is current and correct.

B. Unless otherwise specified in the Governing Documents, notices or requests submitted to the Association from members or residents must be sent to the Association using the Managing Agent's mailing address or, in the absence of a Managing Agent, at the principal office of the Association listed with the Va. State Corporation Commission, or at such other address as may be designated by notice in writing from the Board to the Members pursuant to this Article.

## **ARTICLE 7: AMENDMENTS**

The Board of Directors shall have power to amend the Bylaws. Amendments made to the Bylaws shall not conflict with the Deeds of Dedication or the Articles of Incorporation. Bylaw amendments shall require a vote from the Board of Directors, with a maximum of one dissenting vote, in order to pass. Members shall be notified of changes made to the Bylaws. In addition to (and separate from) the Board's authority to amend, these Bylaws may also be amended at a meeting of the Members called for that purpose if the proposed amendment is approved by a two-thirds (2/3rds) vote of those Members present at that meeting, in person or by proxy.

## **ARTICLE 8: VERIFICATION OF OCCUPANCY**

To comply with the provisions of the federal Housing for Older Persons Act of 1995 and related federal and state regulations (including, e.g., 18 VAC 135-50-215), the Association shall conduct biennial surveys to verify the age of occupants of residences located in Village at Harvest Ridge. A copy of each such survey shall be retained as a permanent record and made available as required under federal and state law.

## **ARTICLE 9: PARLIAMENTARY AUTHORITY**

Rules defined in the most recent edition of Robert's Rules of Order shall be used for meetings. The less formal procedures defined for small organizations shall be used for Board meetings. However, Robert's Rules of Order will not be used when (i) in conflict with the Governing Documents or applicable law, or (ii) the Board adopts different meeting procedures.



## **ARTICLE 10: USE OF TECHNOLOGY**

Subject to any specific limitations or requirements imposed by the Deeds of Dedication, the POA Act, or other applicable law, the Board may provide for or allow notices, votes, consents, or approvals to be accomplished using electronic means, all in accordance with any applicable requirements and limitations imposed by the POA Act or by the Virginia Nonstock Corporation Act.

## **ARTICLE 11: BOOKS AND RECORDS**

The books and records of the Association shall be available for inspection and copying by any Member in good standing (or their duly authorized agent) upon proper written request in accordance with the requirements and limitations of the POA Act and any applicable procedures adopted by the Board (including a cost schedule adopted pursuant to the POA Act).