

**BY-LAWS  
OF  
MEADOW BRANCH SOUTH HOMEOWNERS ASSOCIATION, INC.  
a Virginia Non-Stock Corporation**

**ARTICLE I  
ASSOCIATION**

**NAME AND LOCATION:** The name of the corporation is MEADOW BRANCH SOUTH HOMEOWNERS ASSOCIATION INC., hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located at 112 South Cameron Street, Winchester, 22601 but meetings of members and directors may be held at such places within the State of Virginia, County of Frederick, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 1. "Corporation" shall mean and refer to MEADOW BRANCH SOUTH HOMEOWNERS ASSOCIATION INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto, as may hereafter be brought within the jurisdiction of the Corporation.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any Lot shown on the recorded Record Plat of Meadow Branch South, City of Winchester, Virginia, with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Meadow Branch South, L.L.C., a Virginia Limited Liability Company, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Clerk's Office for the City of Winchester, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as

provided in the Declaration.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of the incorporation of the Corporation, and each subsequent regular annual meeting of the members shall be held on a date set by the Board of Directors of the Association, not more than fourteen (14) or less than ten (10) months from the last annual meeting, provided that there shall be an annual meeting in each calendar year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, or by the Board of Directors, or upon written request of one-fourth (1/4) of either class of members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepared, at least fifteen (15) days before such meeting to each member entitled to vote there, addressed to the member's address last appearing on the books of the Corporation, or supplied by such member of the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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

### ARTICLE IV BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of not less than three (3) Directors and not more than seven (7), who need not be members of the Corporation.

Section 2. Term of Office. At the first annual meeting the members shall elect one (1)

Director for a term of one (1) year, one (1) Director for a term of two (2) years, and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) Director for a term of three (3) years. If more than three (3) will be used, at the initial meeting it will be determined how long the additional board members will serve. However, none will serve more than three (3) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from floor at the annual meeting. The Nominating committee shall consist of a Chairman, who shall be a member of Board of Directors, and two or more members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors thirty (30) to sixty (60) days prior to each annual meeting of the members, to serve until the close of such annual meeting. 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 the number of vacancies that are to be filled. Such nominations may be made from among members or nonmembers.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under provisions of the Declaration. The persons receiving largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held monthly without notice, at such place and hour as may be fixed from time to time by resolution

of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by any two Directors, after not less than three (3) days notice of each Director.

Section 3. Quorum. A majority of Directors shall constitute a quorum for the transaction of business. every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in payment of any assessment levied by the Corporation. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Corporation and to see that

their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property of which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by a Lot Owner an Association Disclosure Packet pursuant to the terms of the Virginia Property Owners' Association Act, Virginia Code Section 55-508, et seq.;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Areas and private drives to be maintained.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following such annual meeting of the members.

Section 3. Term. The Officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board may elect such other Officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.



Section 5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. Multiple Officers. The office of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the Officers are as follows:

(a) President - The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes.

(b) Vice President - The Vice President shall act in the place and stead of the President in the event of his absence, inability and refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary - The Secretary shall record the votes and keep the minutes of all meeting and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board of the members; keep appropriate current records showing the members of the Corporation together with their addresses and shall perform such other duties as required by the Board.

(d) Treasurer - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; cause an annual audit of Corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the members.

## ARTICLE IX COMMITTEES

The Corporation shall appoint an Architectural Control Committee and a Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed

appropriate in carrying out its purpose.

## ARTICLE X BOOKS AND RECORDS

The books and records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

## ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Corporation annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent.

If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot. The initial annual assessment shall be as set by the Declaration.

Notwithstanding any other provision contained herein, the assessments for the Declarant will be as set forth herein below provided that the Declarant, its successors and assigns, shall fund all budget deficits of the Association and maintain the Common Areas at no cost to the Association, however, the Declarant shall not be responsible for any capital improvement costs, said Declarant shall be assessed as follows: (a) full assessment on any Lot for which a Frederick County Residential Use Permit has been issued for a dwelling thereon; and (b) no assessments for any other Lot.

NOTE, one of the fees to be charged will be the fees for the electric charges and maintenance fees for the fire hydrant.

## ARTICLE XII CORPORATE SEAL

The Corporation shall have a seal in circular form, having within its circumference the name of the "Corporation."

### ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members represent in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

MEADOW BRANCH SOUTH HOMEOWNERS  
ASSOCIATION, INC.

By: \_\_\_\_\_  
DON HAGUE President and Director

By: \_\_\_\_\_  
F. L. WILSON, JR. Director