

**AMENDED**  
**BY-LAWS**  
**OF**  
**MALLARD POINT HOME OWNERS' ASSOCIATION**

**ARTICLE I**

NAME AND ADDRESS. The name of this corporation is Mallard Point Home Owners' Association, hereinafter referred to as the "Association". The official address of the Association is Route 1, Box 260-N, Dublin, Virginia, 24084.

**ARTICLE II**

SECTION 1. "Association" shall mean and refer to Mallard Point Home Owners' Association, its successor 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 Association.

SECTION 3. "Common Areas" 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 plot of land shown upon any recorded subdivision map of the properties with the exception of the Common Areas.

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. "Declaration" shall mean and refer to the Declaration of the Covenants, Conditions and Restrictions applicable to the properties recorded in the Clerk's Office of the Circuit Court of Pulaski County, Virginia.

SECTION 7. "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. An annual meeting of the members shall be held during the month of November of each 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 the written request of one-fourth (1/4) of the members entitled to vote.

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 persons authorized to call such meeting to each member, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and time of the meeting, and 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-third (1/3) of the votes 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 the 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 all meetings 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 Association shall be managed by a Board of five (5) Directors.

SECTION 2.      Term of Office.      The term of office for Directors shall be three (3) year in staggered terms.

SECTION 3.      Removal.      Any director may be removed from the Board, with or without cause, by a majority of the members of the Association. 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 the remainder of the unexpired term.

SECTION 4. Compensation. No director shall receive compensation for any service he may render to the Association. 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 the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each 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 shall be made from among members.

SECTION 2. Election. At the annual meeting, 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 such vacancy, as many votes as they are entitled to exercise under the provisions of this Declaration. The persons receiving the largest number of votes shall be elected.

## ARTICLE VI

### MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, with fifteen (15) days 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 Association, or by any two Directors, after not less than three (3) days notice to each Director.

SECTION 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of 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 Areas 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 the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. 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 Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions by 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 from 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 the Association, 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;

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

d. Issue, or cause an appropriate officer to issue, upon demand by any member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a

certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

e. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

f. Cause the Common Areas to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, 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 each annual meeting of the members.

SECTION 3. Term. The officers of this association 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 Association 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 the 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 Offices.      The offices 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 offices 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 meeting 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 co-sign all 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 or refusal to act, and shall exercise and discharge such other duties as any be required of him by the Board.

c. Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their address; provide each new member with a copy of each of the covenants, Article of Incorporation, and By-Laws of the Association; 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 Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notices of the Association; keep proper books of account; cause an annual audit of the Association 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 Board of Directors shall appoint an Architectural

Control Committee as provided in the Declaration and a Nominating Committee as provided in these By-Laws. 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, records and papers of the Association shall be subject to inspection by any member.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association 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 six (6%) per cent per annum; and the Association 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 non-use of

the Common Areas of abandonment of his lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Mallard Point Home Owners' Association.

ARTICLE XIII

AMENDMENTS

SECTION 1. These By-laws may be amended, at a regular meeting of the members, by a vote of a majority of a quorum of members present in person <sup>AND</sup> or by proxy.

SECTION 2. In the case of any conflict between the Article 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; and in case of any conflict between the Declaration and the Articles, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we, being all of the Directors of the

Mallard Point Home Owners' Association, have hereunto set our hands this the \_\_\_\_\_, day of \_\_\_\_\_, 1996.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am duly elected and acting Secretary of the Mallard Point Home Owners' Association, a Virginia corporation' and

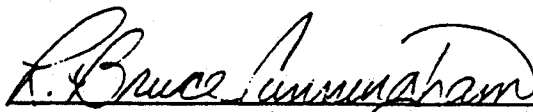
THAT the foregoing By-Laws constitute the current By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

\_\_\_\_\_  
Secretary

which such proposed amendment is considered. .

IN WITNESS WHEREOF, for the purposes of forming this corporation, under the laws of the Commonwealth of Virginia, the undersigned, the incorporator of this 23rd day of May, 1988.

  
\_\_\_\_\_  
R. Bruce Cunningham