

**AMENDED & RESTATED BYLAWS  
OF  
MT. TABOR MEADOWS HOMEOWNERS ASSOCIATION  
BLACKSBURG, VIRGINIA**

Adopted February 15, 2008; Amended June 25, 2019

**ARTICLE I: GENERAL PROVISIONS**

1. **NAME.** The name of the corporation is Mt. Tabor Meadows Homeowners Association, a Virginia Non-Stock Non-Profit Corporation, hereinafter referred to as the "Association". The principal office of the corporation shall be located initially at P.O. Box 10246, Blacksburg, VA 24062, but meetings of members and directors may be held at such places within the State of Virginia, in the Town of Blacksburg, as may be designated by the Board of Directors. The location of the Principal Office may be changed by majority vote of the Board of Directors.
2. **REGISTERED AGENT.** The Registered Agent of the Association shall be appointed by the Board and may be changed upon a majority decision of the Board. The current Registered Agent is Arthur V. Shaheen, a member of the Virginia State Bar, with an office address of 1997 S. Main Street, Suite 702, Blacksburg, Va. 24060.
3. **GOVERNING DOCUMENTS.** The following Bylaws are designed to complement the "DECLARATION OF RIGHTS, COVENANTS, RESTRICTIONS, CONDITIONS, AND OBLIGATIONS FOR THE MT. TABOR MEADOWS" (hereinafter the "Declaration"), which is recorded in the Montgomery County Circuit Court Clerk's Office in Instrument Number 2008002939, and amended by Instrument Number 2009011989; as well as the Articles of Incorporation recorded with the State Corporation Commission under SCC Identification Number VA SCC ID# 06852057; and also Virginia Law, Sections 55-508, Et Seq. of the Code of Virginia. To the extent that there is any conflict among the Declaration, the Bylaws, and the Code of Virginia, the Declaration shall take precedence unless a particular code provision is mandatory.
4. **FISCAL YEAR.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.
5. **AMENDMENTS.** These Bylaws may be amended only at special meetings of the Board of Directors or at a meeting of the Members. Such amendments may be repealed or amended by a majority of votes cast, in person or by proxy, at a special meeting convened in accordance with the provisions of these bylaws and called for that purpose.
6. **ADOPTION & ENFORCEMENT OF RULES.** The provisions of Section 55-513 of the Code of Virginia shall apply.
7. **GOVERNING INSTRUMENTS: CONFLICT.** In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

8. **DECLARATION.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions (CCR) applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Montgomery County, Virginia.
9. **DECLARANT.** "Declarant" shall mean and refer to 3B LLC, its successors, and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.
10. **INSURANCE.** In accordance with the provisions of Section 55-514.2 of the Code of Virginia, the Association shall obtain and maintain a blanket fidelity bond or employee dishonesty insurance policy insuring the association against losses resulting from theft or dishonesty committed by the officers, directors, or persons employed by the association, or committed by any managing agent or employees of the managing agent. Such bond or insurance policy shall provide coverage in an amount equal to the lesser of one million dollars and NO/100 (\$1,000,000.00) or the amount of the reserve balances of the association plus one-fourth of the aggregate annual assessment income of such association. The minimum coverage amount shall be ten thousand dollars (\$10,000). The Board of Directors or managing agent may obtain such bond or insurance on behalf of the association.

## **ARTICLE II: ASSOCIATION MEMBERS**

1. **MEMBERS.** Association Members are those persons entitled to membership as provided in the Declaration and as defined in accordance with Code of Virginia, Title 55 Chapter 26, Property Owners' Association Act.
  - a. **Voting Rights.** Pursuant to the Declaration, Members shall be entitled to one vote for each lot owned. When more than one person owns the fee interest in any such lot, all persons owning an interest shall constitute a single member. The vote for such co-owned lot shall be exercised as the co-owners among themselves determine, but in no event shall more than one vote be cast with respect to any lot.
  - b. **Members in Good Standing.** "Good Standing" shall mean a Member who is current in the payment of their assessments and not in violation of the Governing documents. Violation of Governing documents is determined by the Governing body responsible for such matters, until such time as the matter is resolved or appealed. Members in good Standing are entitled to vote and have those rights as specified in with Code of Virginia Section 55-509.3.2 (Statement of Lot Owners Rights).
  - c. **Members not in Good Standing.** "Members not in Good Standing" shall mean a Member who is not current in the payment of their assessment and in violation of the Governing documents. Members not in good standing are not entitled to vote, be a member of the Board of Directors, hold office, or be a member of any Association committee.
2. **ANNUAL MEETINGS.** The first annual meeting of members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on such date as the directors may determine.

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, either by electronic mail or US mail postage prepaid, or in person by an Officer or Board member, at least fifteen (15) days before such meeting to each member entitled to vote at the meeting, 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 hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
4. **EFFECTIVE DATE OF NOTICE.** For notifications by email, the effective date of notice shall be twenty-four (24) hours after the email has been successfully transmitted. For notifications by US Mail, the effective date of notice shall be seven (7) days after posting. For in-person notifications, the effective date of notice shall be at the time and date of the in-person notification.
5. **SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the President or by the Board of Directors. The members shall also have the right to call a special meeting by the petition to the Board of at least ten (10) members, which petition shall contain the purpose of the meeting and the proposed meeting date and time, which shall otherwise be in compliance with these Bylaws.
6. **QUORUM.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) or thirteen (13) of the votes of the membership, whichever is lesser, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at the meeting 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.
7. **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 their Lot.
8. **RECORDS AND MINUTES: ACCESS TO ASSOCIATION RECORDS, ASSOCIATION MEETINGS; NOTICE.** The provisions of Section 55-510 of the Code of Virginia, as may be amended from time to time, shall govern.
9. **TERMINATION OF MEMBERSHIP.** Membership only terminates with the transfer of property to another party. To terminate membership, the current owner or their agent must contact the Treasurer either by telephone, mail, or e-mail at least thirty (30) days prior to the transfer of property to request an Association Disclosure Packet for the new owner. In addition, the current owner or their agent shall provide the Treasurer the new owner's name, e-mail address (if available) and date of transfer of property. The Association Disclosure packet will include a letter certifying the status of payment for all assessments, fees, or other charges due to the Association for the property, as well as copies of the Association Bylaws and Covenants. There is no charge for the Association Disclosure Packet, which will be delivered electronically. At closing the new owner must pay the Association a one-time Initiation Fee equal to the current annual Assessment value.

### ARTICLE III: BOARD OF DIRECTORS

1. **NUMBER.** The Board shall initially be comprised of three (3) Directors, appointed by the Declarant during the Declarant control period, and thereafter by three (3), five (5), or seven (7) Directors, as may be fixed or changed from time to time by the Board; who shall be elected by the members of the Association. Only the Declarant, its principals or officers, or members in good standing of the Association, shall be qualified to serve on the Board of Directors of the Association.
2. **NOMINATIONS & TERM.** After the Declarant Control Period, nominations 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 (2) 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 determine in its discretion, but not less than the number of vacancies that are to be filled. 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 the provisions of the Declaration. The person(s) receiving the largest number of votes shall be elected.
3. **TIE-BREAKER PROVISION.** In the case where an election results in a tie vote exceeding the number of open positions on the Board, a run-off election will be held within ten (10) days, by paper ballot or by email at the discretion of the incumbent Board members.
4. **REMOVAL & RESIGNATION.** Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Board of Directors. In the event of death, resignation or removal of a director, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.
5. **POWERS.** The Board of Directors shall have those powers set forth in the Declaration as well as those powers set forth in Section 55-513 of the Code of Virginia, as may be amended from time to time. Additionally, 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 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 such time as the Board may deem appropriate to ensure that the member has permanently remediated the violation;
  - c. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same;
  - d. Establish and manage bank accounts as necessary to conduct the business of the Association;

- e. Fix the amount of the mandatory fees, charges, or other assessments for the development, enhancement, and maintenance of common area facilities and grounds with approval of two-thirds (2/3) or thirty-four (34) of the members of the Association, whichever is lesser;
  - f. Take any corrective actions or make any repairs to common grounds or facilities on an emergency or exigent circumstance on behalf of the Association to protect the Association and its members from liability. If necessary, fix the amounts of any mandatory fees, charges, or assessments;
  - g. Appoint, remove, and supervise all officers;
  - h. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
  - i. Appoint members of the nominating committee, the Architectural Control Board (ACB), and any other committee;
  - j. 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 of these Bylaws, the Articles of Incorporation, or the Declaration;
  - k. Declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three (3) consecutive regular meetings of the Board of Directors; and
  - l. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
6. **MEETINGS OF THE BOARD.** The provisions of Section 55-510.1 of the Code of Virginia, as may be amended from time to time, shall govern. 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 the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.
- a. The Board will meet at least once per year;
  - b. Regular meetings of the Board may be held without notice;
  - c. The person or persons calling a special meeting of the Board shall, at least two (2) days before the meeting, give notice thereof either personally or by facsimile transmission, mail private carrier or electronic means, or by any other means permitted by law. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment; and
  - d. A director, in a signed writing, may waive notice of any meeting before or after the date and time stated in the notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not vote for or assent to action taken at the meeting.

7. **ACTIONS 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 unanimous written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.
8. **COMPENSATION.** No director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

#### **ARTICLE IV: OFFICERS**

1. **ENUMERATION.** The officers of this Association shall be a President, Vice-President, a Secretary, and a Treasurer; and any other officers that the Board may, from time to time and by resolution, create. Only the Declarant, its principals or officers, or members of the Association, shall be qualified to serve as Officers.
2. **APPOINTMENT OF OFFICERS.** The Board of Directors shall appoint, remove, and delegate offices. The offices of Secretary and Treasurer may be held by the same person. The offices of President and Vice-President shall be held by separate persons.
3. **SPECIAL APPOINTMENT OF OFFICERS.** 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.
4. **RESIGNATION & REMOVAL OF OFFICERS.** Any officer maybe 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.
5. **DUTIES OF OFFICERS.** The Duties of the respective offices shall be 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 co-sign 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 their absence, inability or 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 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 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 Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association's books to be made by a certified 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 annual meeting, and deliver a copy of each to the members.
6. **COMPENSATION OF OFFICERS.** The officers shall be entitled to reasonable compensation for their efforts on behalf of the association to be set by the Board of Directors.

#### **ARTICLE V: COMMITTEES**

- 1. There shall be two (2) standing committees, the Nominating Committee and the Architectural Control Board (ACB).
  - a. **NOMINATING COMMITTEE.** The Association shall appoint a Nominating Committee as provided in these Bylaws.
  - b. **ARCHITECTURAL CONTROL BOARD (ACB).** Architectural Control Board (ACB). The ACB shall regulate the external design, appearance, use, location and maintenance of improvements and landscaping done by Declarant on all Property. The ACB shall be responsible for ensuring compliance with the restrictions and guidelines relating to development and construction contained in this Declaration, as well as restrictions and guidelines related to the location of structures upon property, size of structures, driveway and parking requirements, requirements relating to materials to be used in the construction of improvements and requirements, architectural design and character, landscape and fencing requirements, and foundations and types of structures. The Board of Directors shall serve as the *de facto* members of the ACB, unless members are otherwise appointed to the ACB by the Board of Directors, and their decisions in all related matters shall be final.
  - c. **OTHER COMMITTEES.** The Board of Directors shall have the authority to appoint other committees as deemed appropriate for carrying out its purposes.

**[Remainder of page intentionally left blank.]**

**CERTIFICATION**

We, the undersigned, do hereby certify:

THAT we are the duly elected Board of Directors of the Mt. Tabor Meadows Homeowners Association; and

THAT the foregoing Bylaws constitute an amendment to the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_ day of June 2019.

IN WITNESS WHEREOF, we have hereunto subscribed our names this \_\_\_\_ day of June 2019.

\_\_\_\_\_  
Steve Bodtke

\_\_\_\_\_  
Jason Boyle

\_\_\_\_\_  
Justin Boyle