

THE VILLAGE AT HIGHLANDS OWNERS ASSOCIATION**BYLAWS****TABLE OF CONTENTS**

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THE VILLAGE AT HIGHLANDS OWNERS ASSOCIATION

BYLAWS

ARTICLE I – DEFINITIONS

1. The following terms, when used in these Bylaws, shall have the following meanings:
 - A. "Association" shall mean and refer to The Village at Highlands Owners Association, its successors and assigns.
 - B. "Board of Directors" or the "Board" shall mean and refer to the Board of Directors of the Association.
 - C. "Declarant" shall mean and refer to Craig Enterprises, Inc. and its successors and assigns as Declarant appointed by recorded instrument.
 - D. "Declaration" shall mean and refer to the covenants, conditions, restrictions, easements, reservations, liens and charges and all other provisions herein set forth in this entire document, as the same may from time to time be amended or supplemented.
 - E. "Director" shall mean and refer to a member of the Board of Directors of the Association with the powers and duties set forth in these Bylaws.
 - F. "Member" shall mean and refer to every person or entity holding membership in the Association.
 - G. "Officer" shall mean and refer to an officer of the Association with the powers and duties set forth in these Bylaws.
 - H. "Ownership Certificate" shall mean and refer to a certificate on file with the Association which, in the case of a Lot in which the ownership interests is held by more than one person or entity, names the person entitled to exercise the voting rights of the Owner of the Lot. In order to be effective, such certificates must be signed by all of the Owners of the Lot to which the Ownership Certificates applies.
 - I. "Tenant" shall mean and refer to the lessee under a written agreement with an owner for the renting of a Lot improved by a Dwelling, provided such lease is for duration of at least six (6) months.
2. Any term not defined in these Bylaws shall have the meaning set forth in the Declaration.

ARTICLE II – MEMBERSHIP AND VOTING RIGHTS

1. Association Membership. Every Owner of a Lot shall be a Member of the Association. In addition, Declarant shall be a Member of the Association so long as Declarant owns any Lot

or portion of the Property. In the case of the Declarant, Ownership of such Lot (as defined in the Declaration) shall be the sole qualification for membership.

2. Tenant. A Tenant of an Owner may become a Member for the duration of the tenancy provided that the Owner and the Tenant notify the Association in writing that the Tenant and not the Owner will be the Member during the tenancy, in which case the Tenant and not the Owner may exercise all the rights of the Owner herein. Notwithstanding the foregoing, with respect to the Association, the Owner will be responsible for any assessments, irrespective of the agreement between the Tenant and the Owner.

3. Classes of Voting Membership. In accordance with the Declaration, the Association has two classes of voting membership:

A. Class A. Class A Members are Owners of Lots, with the exception of Class B Members. Class A Members are entitled to one vote for each Lot owned by the Class A Member. In the event that more than one person or entity holds an interest in any Lot, all such persons or entities are Members but the vote for such Lot is exercised by the person named in the Ownership Certificate or in the absence of an Ownership Certificate, the votes shall be cast by the unanimous agreement of all of the Owners of the Lot present in person or by proxy, but in no event can more than one vote be cast with respect to any such Lot owned by a Class A Member.

B. Class B. The Class B Member is the Declarant or his successors and assigns as Declarant appointed by recorded instrument. The Class B Member is entitled to three (3) votes for each Lot owned by the Class B Member. The Class B membership will cease and be converted to Class A membership on the earlier of December 31, 2015 or the date on which the total number of votes of Class A Members equals or exceeds the number of total votes of the Class B Members.

4. Suspension of Voting Rights. The Association shall have the right to suspend the voting rights of a Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with the applicable provisions of the Declaration.

ARTICLE III -MEETINGS OF THE MEMBERS

1. Annual Meetings. The Association shall hold an annual meeting of the Members during the month of February each calendar year. The time, location and date of the meeting will be determined by the Board of Directors. Members shall receive notification of the date, time and location of the meeting not less than fourteen (14) days before the scheduled date of the meeting. Directors of the Association shall be elected at the annual meeting as set forth in Article V, Section 4 below, and such other business as may properly come before the meeting may be transacted.

2. Special Meetings. The President of the Association, a majority of the Board of Directors, or Members holding ten percent (10%) of the votes entitled to be cast at such a meeting may call a special meeting of the Association at any time, provided that due notice of such meeting is given as set forth in Section 4 below.

3. Meeting Place. All meetings of the Members of the Association shall be held within the City of Charlottesville or the County of Albemarle, Virginia. Such meetings may be held at the principal office of the Association or at any other place in the aforesaid jurisdictions, as decided on by the Board of Directors, provided that the meeting place in either case is specified in the notice of such meetings.

4. Notice of Meeting. The President of the Association or other person calling a meeting of the Members of the Association shall give, or cause to be given, written notice of such a meeting. A copy of such notice shall be mailed or personally delivered to each member entitled to vote at the meeting not less than fourteen (14) days before the scheduled date of the meeting. A notice mailed via U.S. mail, postage prepaid, within the specified time period to a Member at his property address or to his last known address on file with the Association shall conclusively be presumed to comply with the requirements of this section.

A. Meeting Notice Content. The notice shall include, but not necessarily be limited to, the following information:

- (1) the place, day and hour of the meeting; and
- (2) if the meeting is a special meeting, the purpose(s) for which it is called.

The notice may include the following information:

- (1) a proxy form;
- (2) an agenda for the meeting;
- (3) the minutes of the previous annual and/or special meeting;
- (4) a Treasurer's report on the Association's finances as at the end of the preceding fiscal year; and
- (5) an explanation(s) of any substantial proposal(s) to be presented to the Members at the meeting.

B. Annual Meeting Agenda. The agenda for the annual meeting should include, but shall not necessarily be limited to the following:

- (1) call to order and establishment of quorum;
- (2) approval of minutes of previous annual and/or special meeting;
- (3) Treasurer's report;
- (4) other Association management reports (Building Maintenance, Grounds Maintenance, etc.), as appropriate;
- (5) report of the Architectural Review Board;
- (6) election of Directors; and
- (7) other business.

C. Approval of Minutes. The minutes of each annual and/or special Members meeting shall be approved by the Board of Directors at their next regular meeting after the annual and/or special meeting.

5. Quorum for Certain Actions and Meetings. The quorum required for any of the following actions and meetings that are subject to the vote of the Members at meetings of the Association shall be as follows:

A. The presence at the meeting of the Members entitled to cast at least thirty percent (30%) of the total votes of the Membership required for such action shall constitute a quorum the first time a meeting of the Members of the Association is called to vote on:

- (1) an increase in the Annual Assessments greater than that provided for in Article VI of the Declaration;
- (2) a Special Assessment as provided for by Article VI of the Declaration;
- (3) the gift or sale of any parcel of land designated as Open Space; or
- (4) an amendment to the Declaration or termination of the Declaration as provided for in Article XII therein.

B. The presence at the meeting of the Members entitled to cast at least twenty percent (20%) of the total votes of the Membership required for such action shall constitute a quorum for the first time a meeting of the Members of the Association is called to vote on an amendment to the Bylaws of the Association as provided in Article XV, Section 2.

C. The presence at the meeting of the Members or proxies entitled to cast fifteen percent (15%) of the total vote of the Membership required for such action shall constitute a quorum the first time a meeting of the Members of the Association is called to vote on any actions other than those described in Section 2,A.. above.

D. If the required quorum is not established at any meeting described in subparagraph (a) or (b) above, with the exception of any meeting called to vote on the amendment or termination of the Declaration, another meeting may be called, provided that proper notice is given. The required quorum at such subsequent meeting or meetings shall be one-half of the required quorum at the preceding meeting.

6. Conduct of Meetings. The President of the Association shall act as chairman at each meeting of Members. In his absence, the Vice President or, should he also be absent, a Member chosen by a majority vote of the Members present and entitled to vote, shall act as chairman of the meeting. The Secretary of the Association or an Assistant Secretary or, in their absence, any Member designated by the Chairman, shall act as secretary of the meeting.

A. The Chairman shall determine the order of business at each meeting but such order may be changed by a majority vote of the Members present, in person or by written proxy, and entitled to vote at such a meeting.

B. Meetings of the Association shall be governed by the rules contained in the current edition of *Robert's Rules of Order Newly Revised* in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

7. Action Without Meeting. Consent in writing, setting forth the action taken or to be taken and signed by all the Members entitled to vote, shall have the same force and effect as a unanimous vote of the Members of the Association but no meeting need be held. Such consent may be secured either prior or subsequent to the action for which validation is sought.

8. Proxies. Members unable to attend any meeting of the Members for any reason may give their written proxy to any person and such proxy may vote at any such meeting in accordance with the Articles of Incorporation of the Association, these Bylaws, and §13.1-847 of the Code of Virginia of 1950, as amended.

A. In the event that more than one person or entity owns an interest in any one Lot, the proxy must be signed by the person named in the Ownership Certificate, or by all such persons or entities, as the case may be, with an ownership interest in the Lot.

B. In order to establish the validity of any written proxy, the Secretary of the Association (or, in his absence, the acting Secretary) may rely on the records of Association to determine the ownership of any Lot unless the written proxy is accompanied by evidence of such ownership of a Lot that is contrary to that shown in the Association records. Such contrary evidence must be acceptable to the Secretary (or, in his absence, the acting Secretary)

9. Removal of Directors. The Members may remove any Director of the Association with or without cause at any regular or special meeting of the Members, provided that notice of the proposed removal is given in the notice of the meeting, or the Members act by unanimous written consent (in which case no notice is necessary). Such action shall be by resolution of the Members declaring such removal to be in the best interests of the Association, and adopted at any regular or special meeting of the Members as aforesaid by a majority of the Members constituting a quorum at any such meeting.

ARTICLE IV – OFFICERS

1. Officers. The Association shall have a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other Officers as the Board of Directors may from time to time designate and establish pursuant to Section 3 of this Article. The same person may hold any two or more offices, excepting those of President and Secretary, which shall never be held simultaneously by the same person.

A. Qualifications. The President shall also be, but no other Officer need be, a Director of the Association.

B. Election. The Board of Directors shall elect a slate of Officers annually. Such election shall be held as soon as practicable after each annual election of Directors.

C. Term of Office. An Officer elected by the Board of Directors shall serve and hold office for one (1) year or until the election and qualification of his successor, or until the earlier of his own death, resignation or removal, as provided hereafter.

2. Other Offices. The Board of Directors shall establish such other offices as the efficient conduct of the business of the Association may require from time to time. The Board of Directors may elect persons to hold such offices and it may delegate to such persons those duties and responsibilities it deems proper.

3. Removal of Officers. The Board of Directors may remove any Officer of the Association at any time either with or without cause. Such action shall be by resolution of the Board of Directors declaring such removal to be in the best interests of the Association and adopted at any regular or special meeting of the Board by a majority of the Directors in office at any time.

4. Resignations. Any Officer of the Association may resign at any time. Such resignation may be tendered either orally or in writing and shall be directed to any member of the Board of Directors. If an effective date is specified, the resignation shall not be effective until such date but otherwise shall be effective on the date any Director is notified. Unless so specified in the resignation, acceptance by the Board of Directors shall not be necessary to make any resignation effective.

ARTICLE V – BOARD OF DIRECTORS

1. Powers of the Board. The Board of Directors shall have and exercise all the corporate powers of the Association and, except as may otherwise be expressly required by law, the Articles of Incorporation, or these Bylaws, the Board shall manage the day-to-day affairs of the Association.

2. Terms of Office of Initial Directors. The initial Director specified in the Articles of Incorporation shall serve until the annual meeting of the Members of the Association in January 2008, or until the election and qualification of his successor or until his own death, resignation, or removal in the manner provided herein.

3. Qualifications, Number, and Terms of Office of Directors.

A. Qualifications. Any person, whether a Member of the Association or not, may be elected and serve as a Director of the Association; however, the President of the Association shall be a Director.

B. Number of Directors. Following the expiration of the term of office of the initial Director specified in the Articles of Incorporation, the Association shall have a Board of Directors comprising not less than three (3) Directors. The number of Association Directors shall be a variable range as authorized by § 13.1-855 (c) of the Code of Virginia of 1950, as amended. The variable range shall be a minimum of three (3) and a maximum of eight (8) Directors.

C. Terms of Office. Directors shall be elected annually as hereinafter provided. A Director so elected shall, except as provided in Article V, Section 4, serve and hold office for a two-year term or until the election and qualification of his successor or until his own death, resignation, or removal in the manner provided hereafter.

4. Election of the Board of Directors. Following the expiration of the terms of the initial Director specified in the Articles of Incorporation, Directors shall be elected at each annual meeting of the Association, as follows:

A. At the first annual meeting of the Members at which Directors are elected, one-half (1/2) (or as near as possible) of the Directors to be elected shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years. The candidates for Director receiving the great number of votes shall be elected to the two (2) year terms until all of the two (2) year terms are filled and the remaining candidates receiving sufficient votes to be elected to be a Director shall be elected to the one (1) year terms.

B. In the case of odd numbers of Directors being elected, the division of approximately one-half (1/2) of the Directors' terms shall be made by rounding down so that one (1) more Director is elected to a term of one (1) year than the number elected to terms of two (2) years.

C. Thereafter, except as otherwise provided herein, successors to Directors whose terms are expiring shall be elected at each successive annual meeting of the Members and take office upon election.

D. If the size of the Board is being increased, one-half (1/2) (or as near as possible) of the number of new Directors to be elected to new Board seats shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years.

E. If the size of the Board is being decreased, successors to as many seats as are being vacated by such action shall not be elected when the terms of Directors in office expire, and a vote shall be taken to modify the terms of the Directors in office to have:

- (1) one-half (1/2) (or as near as possible) of the Directors' terms expire at the next annual meeting of the Members; and
- (2) one-half (1/2) (or as near as possible) of the Directors' terms expire at the annual meeting of the Members following the next annual meeting of the Members.

F. If any such elections are not held for any reason, the Board of Directors shall cause any such elections to be held as soon as practicable thereafter, at a special meeting of the Members called for that purpose. Providing a quorum is established, in any election of Directors those persons receiving the greatest number of votes shall be the Directors of the Association.

5. Modification of Terms. Notwithstanding the foregoing provisions of Article V, Section 4, upon the affirmative vote of a majority of Members present at a meeting at which a quorum is established:

- A. the terms of any or all Directors may be modified, provided that the notice of such meeting states the recommended action; and
- B. Directors may be elected and take office at any regular or special meeting of the Board, provided that the notice of such meeting states the recommended action.

While not limiting the authority of Members, the intention of the foregoing is to permit adjustments in Director's terms to preserve the benefit of staggered terms, particularly when the Board size changes with resignations, vacancies, or Board growth, and to provide as much flexibility as possible in recruiting persons to serve as Directors.

6. Annual Meeting of the Board. The Board of Directors may meet in order to elect Officers and to transact other business at any time after their election as Directors, preferably immediately following the annual meeting of the Members. No notice shall be required for such annual meeting if it is held on the same date and place and immediately following any annual meeting of the Members. Pursuant to such notice as would suffice for special meetings of the Board, however, the annual meeting of the Board of Directors may also be held at any other time or place specified in such notice.

7. Regular Meetings. By resolution, the Board of Directors may from time to time fix the time and place of their regular meetings.

8. Special Meetings. The President of the Association or any two or more Directors may call a special meeting of the Board of Directors at any time. Notice of such special meeting shall be required and shall contain the time and place of the proposed special meeting. Such notice shall be sent to each Director:

- A. if by mail, addressed to him at his residence or usual place of business and postmarked at least seven (7) days before the scheduled date of the meeting; or
- B. if by personal delivery or E-mail, at least five (5) days before the scheduled date of the meeting.

9. Waiver of Notice. Any Director may waive notice by written waiver either before or after the date of the meeting. Any Director who attends a meeting, even without notice, shall be presumed conclusively to have had timely and proper notice thereof unless he attends such meeting for the express purpose of objecting to the improper convening of a meeting at the beginning of the meeting.

10. Meeting Place. The Board of Directors shall determine, by resolution, the place or places where they will hold their meetings. Such places shall be specified in the notice of such meetings.

11. Conduct of Meetings. The President of the Association or, if the President is absent, the Vice President or a Director chosen by the majority of the Directors present, shall act as chairman of each meeting of the Board of Directors. The Chairman shall determine the order of business at each meeting. The Secretary or, in his absence, any person appointed by the Chairman, shall act as Secretary of the meeting.

12. Quorum, Voting. A majority of the Directors, if present, shall constitute a quorum at any meeting of the Board of Directors. Any business that may properly come before such meeting may thereafter be transacted by the vote of a majority of the Directors present at the meeting and such a vote shall be considered the act of the Board. Directors shall have no power as individuals but shall act only as a Board. If a quorum is not established, a majority of the Directors present may adjourn such meeting from time to time and from place to place until a quorum is established.

13. Executive Session. Upon an affirmative vote in an open meeting to assemble in executive session, the Board of Directors or any subcommittee or committee thereof may convene in executive session, subject to the following:

A. The Board of Directors may convene in executive session to:

- (1) consider personnel matters;
- (2) consult with legal counsel;
- (3) discuss and consider contracts;
- (4) discuss and consider pending or probable litigation;
- (5) discuss and consider matters involving violations of the Declaration or rules and regulations pursuant thereto for which a Member, his family members, tenants, guests or other invitees are liable; or
- (6) discuss and consider personal liability of Members of the Association.

B. The motion to convene in executive session shall state specifically the purpose for the executive session. The minutes of the meeting shall include reference to the motion and the stated purpose of the executive session.

C. The Board of Directors shall restrict the consideration of matters during such portions of meetings to those purposes specifically exempted and stated in the motion.

D. No contract, motion or other action adopted, passed or agreed to in executive session shall become effective unless the Board of Directors or subcommittee or committee thereof, following the executive session, reconvenes in open meeting and takes a vote on such contract, motion or other action that shall have its substance reasonably identified in the open meeting.

E. The requirements of this section shall not require the disclosure of information in violation of law.

14. Minutes of Meetings. Minutes of any Board meeting shall be recorded and distributed to all Directors no later than 30 days after the meeting.

15. Committee and Subcommittee Appointments. The appointment of any Director to a committee or subcommittee, if not terminated sooner, shall terminate automatically upon the expiration of his term as a Director of the Association or upon the termination for any reason of his membership on the Board of Directors.

ARTICLE VI – RIGHTS OF MEMBERS TO ATTEND BOARD MEETINGS

1. Meetings. All meetings of the Board of Directors, including any subcommittee or other committee thereof, shall be open to all Members of the Association. The Board of Directors shall not use work sessions or other informal gatherings of the Board to circumvent the open meeting requirements of this section.

2. Notices of Regular Meetings. Notice of the time, date, and place of each meeting of the Board of Directors or of any subcommittee or other committee shall be published where it is reasonably calculated to be available to a majority of Owners and shall be sent by first-class mail or E-mail to any Owner requesting such notice. An Owner may make a request to be notified of such meetings on a continual basis, which request shall be made at least once a year in writing and include the Owner's name, address, zip code, and any E-mail address as appropriate.

3. Notices of Special or Emergency Meetings. Notice, reasonable under the circumstances, of special or emergency meetings shall be given contemporaneously with the notice provided to members of the Board of Directors or any subcommittee or committee thereof.

4. Agenda Packets and Materials. Unless otherwise exempt as relating to an executive session pursuant to Article V, Section 13, at least one copy of all agenda packets and materials furnished to members of the Association's Board of Directors or subcommittee or other committee thereof for a meeting shall be made available for inspection by the Members of the Association at the same time such documents are furnished to the members of the Board of Directors or any subcommittee or committee thereof.

5. Recording of Meetings. Any Member may record any portion of a meeting required to be open. The Board of Directors or subcommittee or other committee thereof conducting the meeting may adopt rules governing the placement of equipment necessary for recording a meeting to prevent interference with the proceedings.

6. Meetings Conducted by Electronic Means. If a meeting is conducted by telephone conference or video conference or similar electronic means, at least two members of the Board of Directors shall be physically present at the meeting place included in the notice. Audio equipment shall be sufficient for any Member in attendance to hear what is said by any member of the Board of Directors participating in the meeting but not physically present.

7. Voting. Voting by secret or written ballot in an open meeting shall be a violation of this Article, except for the election of Officers. Members shall not have the right to vote at meetings of the Board of Directors.

8. Executive Sessions. The Board of Directors shall not use executive sessions to circumvent the open meeting provisions of this Article.

9. Member Comments. Subject to reasonable rules adopted by the Board of Directors, the Board of Directors shall provide a designated period of time during a meeting to give Members an opportunity to comment on any matter relating to the Association. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board of Directors may limit the comments of Members to the topics listed on the agenda.

ARTICLE VII – ASSOCIATION MANAGEMENT

1. Management Structure. The Association's corporate and day-to-day management structure may include, but not necessarily be limited to:

A. Board of Directors. The powers, functions, and composition of the Board of Directors are defined in Article V of these Bylaws.

B. Architectural Review Board (ARB). The function and composition of the ARB are defined in the Declaration.

C. Building Maintenance Committee. The Building Maintenance Committee shall comprise not less than three (3) Members appointed by the Board of Directors. The committee will elect a Chair, who will be responsible to the Board of Directors.

D. Grounds Maintenance Committee. The Grounds Maintenance Committee shall comprise not less than three Members appointed by the Board of Directors. The committee will elect a Chair, who will be responsible to the Board of Directors.

2. Delegation of Functions. The Association may delegate management functions, such as collection and disbursement of Assessments, preparation of financial reports, and preparation and filing of income tax returns to a Certified Public Accountant (CPA) or other appropriate agent, pursuant to contract.

ARTICLE VIII – MANAGEMENT FUNCTIONS, DUTIES, AND RESPONSIBILITIES

1. Board of Directors. Management functions of the Board of Directors shall be those specified in the Declaration and Article V of these Bylaws.

2. Officers. Officers shall be responsible for management functions and duties that include, but are not necessarily limited to the following:

A. President. The President will:

- (1) preside at annual meetings of Members of the Association and at all meetings of the Board of Directors;
- (2) ensure that all actions and resolutions approved by the Board are implemented in a timely manner;
- (3) sign written Association instruments as required; and
- (4) facilitate the election of Directors and Officers and the appointment of committee chairpersons.

B. Vice President. The Vice President will:

- (1) act in place of the President in the event of the President's absence; and
- (2) perform other duties as required by the Board of Directors.

C. Secretary. The Secretary will:

- (1) prepare and distribute notices of annual and special meetings of Members of the Association;
- (2) prepare and distribute minutes of annual and special meetings;
- (3) prepare and distribute notices of all meetings of the Board of Directors;
- (4) prepare and distribute minutes of all meetings of the Board of Directors; and
- (5) sign written Association or other instruments in cases where the signature of the corporation's secretary is required.

D. Treasurer. As determined by the Board of Directors, and depending on whether the Association delegates some financial functions to a CPA, a management company or other agent, the Treasurer's functions, duties and responsibilities may include, but not necessarily be limited to, the following:

- (1) preparing the Association's annual Budget for presentation to and approval by the Board of Directors;
- (2) distributing the approved annual Budget for the coming fiscal year to all Members prior to the end of the existing fiscal year, in accordance with the requirements of the Declaration;
- (3) collection and disbursement of assessment income;
- (4) reviewing monthly financial reports prepared by the Association's CPA or other financial agent;
- (5) maintaining a record of, and comparing, actual assessment income required each assessment period with reported assessment income;
- (6) maintaining operating and reserve fund bank accounts at the Association's bank;

- (7) transferring funds from the operating account to the reserve account, as required, in accordance with budget requirements;
- (8) investing reserve funds in CDs or other investment instruments as required, and as agreed upon by the Board of Directors, ensuring that sufficient reserve funds are available in cash to meet projected capital expenditure or building maintenance obligations;
- (9) maintaining and updating a Member Directory and Assessment Billing List;
- (10) providing the CPA with an updated billing list prior to mailing of assessment bills on the 15th day of the month preceding the first month of each billing period;
- (11) approving invoices for all services provided to the association and forwarding them to the CPA or other agent for payment;
- (12) in conjunction with the chair of the Building Committee, calculating and projecting maintenance reserve requirements to ensure that sufficient funds will be available for building maintenance for at least 25 years.
- (13) updating the maintenance reserve projection as building maintenance costs and other factors change;
- (14) ensuring that the Association has adequate general insurance coverage and that the insurance includes Director and Officer Liability coverage;
- (15) ensuring that the Association's Disclosure Packet complies with the requirements of Title 55, Chapter 26 of the Code of Virginia of 1950, as amended, and updating the packet as necessary; and
- (16) providing disclosure packets to realtors or homeowners on request and upon receipt of the appropriate payment;
- (17) presenting financial reports to Board of Directors at their regular meetings; and
- (18) preparing, and presenting to Members at the annual meeting, a Treasurer's report that includes a year-end financial report, as required by the Declaration.

3. Architectural Review Board (ARB). The function of the ARB is that specified in the Declaration.

4. Building Maintenance Committee. Duties and Responsibilities of the Building Maintenance Committee may include, but not necessarily be limited to, the following:

A. Chair. The Chair of the Building Maintenance Committee shall undertake the duties assigned to the Chair which may include, but shall not be limited to the following:

- (1) ensure that duties assigned by the Board of Directors are performed in a timely manner;
- (2) prepare and distribute notices of committee meetings;
- (3) preside over all meetings of the committee;
- (4) act as the contact person for complaints by, or suggestions from, Owners as they relate to building maintenance and, if necessary, refer such complaints or suggestions to the Board of Directors;

- (5) report to the Board of Directors at their regular meetings; and
- (6) report on building maintenance activities at the annual meeting of Members of the Association.

B. Committee. The Building Maintenance Committee shall undertake the duties assigned to it which may include, but shall not be limited to the following:

- (1) prepare Requests for Proposals (RFPs) for building maintenance services as needed;
- (2) review bids for building maintenance services and prepare recommendations to the Board of Directors on the selection of building maintenance contractors;
- (3) advise Owners on building maintenance schedules and activities;
- (4) meet annually, or more often as necessary, to review and discuss building maintenance needs and services;
- (5) prepare minutes of committee meetings and distribute such minutes to the Board of Directors and committee members;
- (6) supervise building maintenance contractors' activities and ensure that contractors provide all specified services and meet required standards for such services;
- (7) inspect all properties and Open Space periodically to determine whether any additional or unscheduled building maintenance services are needed. Such inspections should include:
 - (i) the exterior of homes (trim, siding, gutters, front doors, shutters, and garage doors); and
 - (ii) fences, post lights, mailboxes and mailbox structures;
- (8) check all post light bulbs every two to three weeks and replace any bulbs that have burned out;
- (9) consult with the Treasurer to ensure that funds are budgeted, or can be made available for, building maintenance services; and
- (10) review invoices for building maintenance services as requested by the Treasurer.

5. Grounds Maintenance Committee. Duties and responsibilities of the Grounds Committee may include, but not necessarily be limited to, the following:

A. Chair. The Chair of the Grounds Maintenance Committee shall undertake the duties assigned to the Chair which may include, but shall not be limited to the following:

- (1) ensure that duties assigned by the Board of Directors are performed in a timely manner;
- (2) prepare and distribute notices of committee meetings;
- (3) preside over all meetings of the committee;
- (4) act as the contact person for complaints by, or suggestions from, Owners as they relate to grounds maintenance and, if necessary, refer such complaints or suggestions to the Board of Directors;

- (5) report to the Board of Directors at their regular meetings; and
- (6) report on grounds maintenance activities at the annual meeting of the Members of the Association.

B. Committee. The Grounds Maintenance Committee shall undertake the duties assigned to it which may include, but shall not be limited to the following:

- (1) prepare a Statement of Requirements for Grounds Maintenance Services for the Village at Highlands. Such statement shall clearly define the services required by the Association, the performance standard for each service, and the time of year that each service will be provided;
- (2) prepare a Request for Proposal (RFP) for grounds maintenance services when there is a need to select a grounds maintenance contractor, and distribute such bids to prospective contractors;
- (3) review bids for grounds maintenance services and prepare a recommendation to the Board of Directors on the selection of a grounds maintenance contractor;
- (4) distribute to all Owners an annual schedule that shows what grounds maintenance services are planned for the year and when they will be performed;
- (5) meet annually, or more often as necessary, to review and discuss grounds maintenance needs and services;
- (6) prepare minutes of committee meetings and distribute minutes to the Board of Directors and committee members;
- (7) supervise the grounds maintenance contractor's activities and ensure that the contractor provides all specified services and meets required standards for such services;
- (8) inspect all Lots and Open Space periodically to determine whether any additional or unscheduled grounds maintenance services are needed. Such inspections should include identification of:
 - (i) insect or pest infestations;
 - (ii) dead shrubs or trees that should be replaced;
 - (iii) trees that should be staked;
 - (iv) lawn problems that should be corrected by the Association;
 - (v) erosion problems that should be corrected by the Association; and
 - (vi) the need to prune shrubs at the entrance to ensure that the entrance sign is visible.
- (9) consult with the Treasurer to ensure that funds can be made available for unscheduled or optional grounds maintenance services;
- (10) review invoices for grounds maintenance services as required by the Treasurer;
- (11) distribute information on property management matters as they relate to the community as a whole. Such information might include:
 - (i) grounds maintenance services provided by the Association;
 - (ii) advice on shrub/tree maintenance as it applies to Owner responsibilities;
 - (iii) water restrictions and water conservation; and

(iv) community safety concerns.

ARTICLE IX ~ PROPERTY

1. General. The Association shall have the power to acquire and hold property, both real and personal, for the aesthetic, recreational and general civic benefit of the community in accordance with the terms of the Declaration.
2. Open Space. The Association shall have the power to accept the transfer of the legal title to the Open Space from the Declarant. The Association shall have the power to convey or transfer all or any part of the Open Space as provided in the Declaration.
3. Recreational and Other Facilities. Except as otherwise required by or provided in the Declaration, the Association shall have the power but not the obligation to purchase, lease, construct, maintain and operate recreational or other facilities for the use and enjoyment of Members or their immediate families, guests and tenants.
4. Utility Easements. The Association shall have the right to grant easements for public utility purposes to any municipality or public utility for the purpose of installation or maintenance of utilities to serve the Open Space or any Lot, including the extension of said utility to adjacent property. The Association shall have the power to grant easements as provided in the Declaration.
5. Maintenance and Related Matters. The Association shall promote the enjoyment, health, safety, and welfare of the residents of the Property. In particular, the Association shall employ its resources to provide for the repair, improvement, provision, maintenance, enhancement, and replacement of the Open Space, drainage facilities, signs, landscaping grounds, fencing, exterior lighting, sprinkler systems, mailboxes, services and facilities related to the use and enjoyment of the entire Village at Highlands subdivision, including, but not limited to the Open Space, and for establishing reasonable reserves for future maintenance and capital expenditures relating to the aforesaid items.

In addition to the foregoing, the Association shall use its resources at such times and in such manner as determined by the Board of Directors in order to carry out the Association's responsibilities under the Declaration.
6. Policing, Traffic and Parking. The Association shall be charged with general public policing and control of the Property and its Open Space. The Board of Directors of the Association shall have the power to make any reasonable regulations for the control of such and the prevention of nuisances within the Property and its Open Space that are not contrary to the terms of the Declaration.
7. Suspension of Services, Privileges. The Association shall have the power to suspend a Member's right to use recreational facilities and services provided by the Association to any Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with applicable provisions of the Declaration.

ARTICLE X – ARCHITECTURAL CONTROL

1. Architectural Control. All matters relating to the Association's powers and responsibilities with respect to Architectural Control are set forth in the Declaration and Article VIII of these Bylaws.

ARTICLE XI – ASSESSMENTS

1. Assessments. All matters relating to the Association's powers and responsibilities with respect to Assessments and special assessments are set forth in the Declaration.

ARTICLE XII – PROPERTY RIGHTS

1. Property Rights. Each Member's rights of enjoyment of the Open Space, recreational facilities, Member's easements and any other property owned and controlled by the Association and restrictions thereto are set forth in the Declaration.

ARTICLE XIII – CONTRACTS, BANK ACCOUNTS AND SIGNATURES

1. Power of Board or Agents to Bind Association. Except as prohibited by law, the Articles of Incorporation, or these Bylaws, the Board of Directors may authorize any agent or agents to enter into any contract, or to execute any instrument in the name of and on behalf of the Association. Any authority so conferred on such agent may be either general or special.

2. Signatures. The Board of Directors may from time to time by resolution determine the Officers whose signatures must appear on the various checks, drafts, and other orders for payment executed on behalf of the Association.

3. Deposits. The Board of Directors may from time to time by resolution determine and designate the various banks, trust companies, or other depositories in which the funds of the Association not otherwise invested or employed shall be deposited.

4. Contracts for Management and Maintenance Services. The Board of Directors may, in its discretion, arrange to have the management, maintenance and care-taking functions of the Association or any part thereof performed by a third party or parties pursuant to contract.

ARTICLE XIV – RESTRICTIONS AND COVENANTS

1. General. The Association, or any Owner, shall have the right to enforce by a proceeding at law or in equity the covenants, restrictions, conditions, and easements imposed by the Declaration. Failure by the Association or by any Owner to enforce any covenant, condition, restriction or easement contained in the Declaration shall in no event be deemed a waiver of the right to do so thereafter.

ARTICLE XV – AMENDMENTS

1. By the Board of Directors. By a majority vote, the Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Association at any regular or special meeting of the Board provided, however, that the provisions of Articles II, III, V and XV of these Bylaws may not be amended or otherwise changed by the Board of Directors. This power shall not be exercised by an Executive Committee or any other committee of Directors.

2. By the Members. At any annual or special meeting of the Members of the Association, Bylaws may be adopted, and all Bylaws shall be subject to amendment, alteration, or repeal by a majority of all Members entitled to vote at a meeting at which at least twenty percent (20%) of all Members entitled to vote are present. Pursuant to a resolution adopted by the Members as aforesaid, the Members may provide that certain Bylaws adopted, approved or designated by them may not be amended, altered or repealed, except by a specified vote of the Members that may be greater or less than the vote otherwise required.

3. Acknowledgment of Priority of Declaration. Notwithstanding any provision of these Bylaws to the contrary, the Declaration is superior to the Bylaws. Any provisions of the Bylaws that are inconsistent with any provision of the Declaration are void and unenforceable. Likewise, any amendment of a provision of the Bylaws that is inconsistent with any provision of the Declaration is ineffective to amend the Declaration and also void and unenforceable.

4. Veto Right of Federal Authorities. Notwithstanding any provision of these Bylaws to the Contrary, the Federal housing Administration or the Veterans Administration shall have the right to veto amendments so long as there is a Class B membership.

ADOPTION

The foregoing Bylaws were adopted by the Board of Directors of the Association by unanimous consent effective January 30, 2006.



Connie L. Perrin
Secretary

Appendix:

Amendments to the Bylaws

Amendment to Bylaws at the Annual Meeting, January 28, 2017

Article III - Meetings of the Members

1. Annual Meetings. The Association shall hold an annual meeting of the Members during the month of February each calendar year. The time, location and date of the meeting will be determined by the Board of Directors. Members shall receive notification of the date, time and location of the meeting not less than fourteen (14) days before the scheduled date of the meeting. Directors of the Association shall be elected at the annual meeting as set forth in Article V, Section 4 below, and such other business as may properly come before the meeting may be transacted.

Approved Amendments to Bylaws
May 3, 2016 Board of Directors Meeting

Bylaws Article VIII – Management Functions, Duties, and Responsibilities

4. B. [Building Maintenance Committee Duties]

Current wording:

(4) meet quarterly, and at other times as necessary, to review and discuss grounds maintenance needs and services;

Approved Amendment: May 3, 2016

(4) meet annually or more often as necessary, to review and discuss building maintenance needs and services;

Bylaws Article VIII – Management Functions, Duties, and Responsibilities

5. B. [Grounds Maintenance Committee Duties]

Current wording:

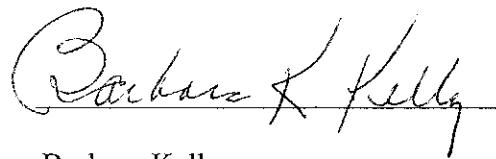
(5) meet quarterly, and at other times as required, to review and discuss grounds maintenance needs and services;

Approved Amendment: May 3, 2016

(5) meet annually or more often as necessary, to review and discuss grounds maintenance needs and services;



Robbie Whitestone
President, V@H HOA



Barbara Kelly
Recording Secretary, V@H HOA

**Amendment to Village at Highlands Bylaws, Article III, Section 4, Page 6:
Adopted at the Annual Members Meeting
On January 30, 2016**

Current Text:

“4. Notice of Meeting. The President of the Association or other person calling a meeting of

.....

B. Annual Meeting Agenda. The agenda for the annual meeting should include, but shall not necessarily be limited to the following:

- (1) call to order and establishment of quorum;
- (2) approval of minutes of previous annual and/or special meeting;
- (3) Treasurer's report;
- (4) other Association management reports (Building Maintenance, Grounds Maintenance, etc.), as appropriate;
- (5) report of the Architectural Review Board;
- (6) election of Directors; and
- (7) other business.”

Proposed Text:

“4. Notice of Meeting. The President of the Association or other person calling a meeting of

.....

B. Annual Meeting Agenda. The agenda for the annual meeting should include, but shall not necessarily be limited to the following:

- (1) call to order and establishment of quorum;
- (2) amendments, if any, to approved minutes of previous annual and/or special meeting;
- (3) Treasurer's report;
- (4) other Association management reports (Building Maintenance, Grounds Maintenance, etc.), as appropriate;
- (5) report of the Architectural Review Board;
- (6) election of Directors; and
- (7) other business.

C. Approval of Minutes. The minutes of each annual and/or special Members meeting shall be approved by the Board of Directors at their next regular meeting after the annual and/or special meeting.”

Approved 1/15/2012

Amendment of HOA Bylaws: Article III.1, page 5 of the Bylaws states that the annual membership meeting must be on the third Wednesday of January at 7:00 PM or, if such date is not possible for the Board of directors, at 7:00 PM on a day within the second half of the month of January. However, again this year there were issues with scheduling.

In order to allow for greater flexibility in scheduling the annual members' meeting, the Board proposes that the applicable section of the Bylaws be changed. The proposed change is as follows:

- - - - -
AMENDMENT

NOW, THEREFORE, the Bylaws are hereby amended as follows:

ARTICLE III, Section 1 of the Bylaws is amended and restated as follows:

1. **Annual Meetings.** The Association shall hold an annual meeting of the Members. Such meetings shall start at 7:00 PM on the third Wednesday of January of each year or, if such date and/or time is not possible for the Board of Directors, then on an alternate date and/or time within the second half of the month of January. Members will be notified of the change of date or time no later than December 31st of the year preceding the annual meeting. Directors of the Association shall be elected at the annual meeting as set forth in Article V, Section 4 below. And such other business as may come before the meeting may be transacted.

- - - - -
I (we) hereby cast our vote as follows:

In favor of the amendment.

Opposed to the amendment.

Owner Signature: _____

Printed Name: _____

Owner Signature: _____

Printed Name: _____

Village at Highlands Address: _____

**AMENDMENT TO THE BYLAWS OF
VILLAGE AT HIGHLANDS COMMUNITY ASSOCIATION, INC.**

THIS AMENDMENT TO THE BYLAWS OF THE VILLAGE AT HIGHLANDS COMMUNITY ASSOCIATION, INC. is made this 25th day of January, 2011.

RECITALS

WHEREAS, the Bylaws of Village at Highlands Community Association (the "Bylaws") were adopted January 30, 2006; and

WHEREAS, pursuant to Article XV, Section 2 of the Bylaws, the Bylaws may be amended at any annual or special meeting of the Members of the Association, by a majority of all Members entitled to vote at a meeting at which at least twenty percent (20%) of all Members entitled to vote are present; and

WHEREAS, an annual meeting of the Association was held on January 25, 2011; and

WHEREAS, the majority of Members in attendance, the quorum for said meeting exceeding the twenty percent (20%) of all Members entitled to vote, voted to amend the Bylaws as follows:

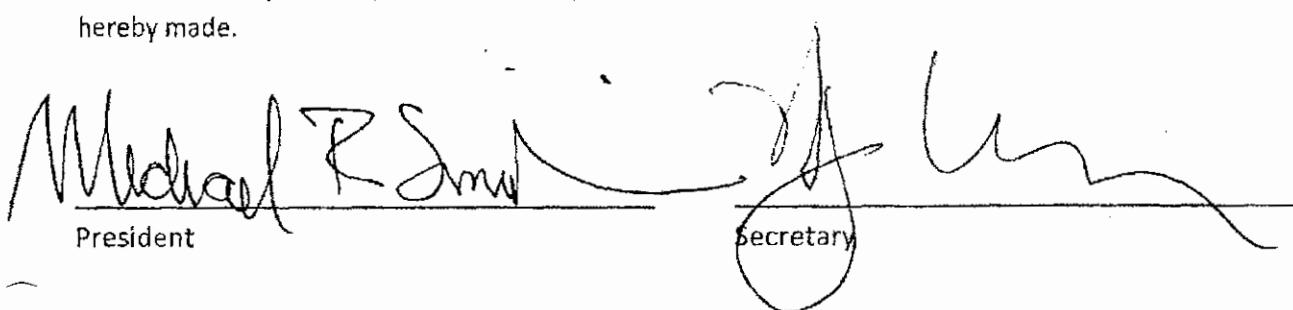
AMENDMENT

NOW, THEREFORE, the Bylaws are hereby amended as follows:

ARTICLE III, Section 1 of the Bylaws is amended and restated as follows:

1. Annual Meetings. The Association shall hold an annual meeting of the Members. Such meetings shall start at 7:00 PM on the third Wednesday of January of each year or, if such date is not possible for the Board of Directors, at 7:00 PM on a day within the second half of the month of January. Members will be notified of the change of date no later than December 31st of the year preceding the annual meeting. Directors of the Association shall be elected at the annual meeting as set forth in Article V, Section 4 below. And such other business as may come before the meeting may be transacted.

Unless specifically set forth herein, no other amendment, addition or alteration to the Bylaws is hereby made.



Michael R. Smith
President

John J. Smith
Secretary

Original Text

or portion of the Property. In the case of the Declarant, Ownership of such Lot (as defined in the Declaration) shall be the sole qualification for membership.

2. Tenant. A Tenant of an Owner may become a Member for the duration of the tenancy provided that the Owner and the Tenant notify the Association in writing that the Tenant and not the Owner will be the Member during the tenancy, in which case the Tenant and not the Owner may exercise all the rights of the Owner herein. Notwithstanding the foregoing, with respect to the Association, the Owner will be responsible for any assessments, irrespective of the agreement between the Tenant and the Owner.

3. Classes of Voting Membership. In accordance with the Declaration, the Association has two classes of voting membership:

A. Class A. Class A Members are Owners of Lots, with the exception of Class B Members. Class A Members are entitled to one vote for each Lot owned by the Class A Member. In the event that more than one person or entity holds an interest in any Lot, all such persons or entities are Members but the vote for such Lot is exercised by the person named in the Ownership Certificate or in the absence of an Ownership Certificate, the votes shall be cast by the unanimous agreement of all of the Owners of the Lot present in person or by proxy, but in no event can more than one vote be cast with respect to any such Lot owned by a Class A Member.

B. Class B. The Class B Member is the Declarant or his successors and assigns as Declarant appointed by recorded instrument. The Class B Member is entitled to three (3) votes for each Lot owned by the Class B Member. The Class B membership will cease and be converted to Class A membership on the earlier of December 31, 2015 or the date on which the total number of votes of Class A Members equals or exceeds the number of total votes of the Class B Members.

4. Suspension of Voting Rights. The Association shall have the right to suspend the voting rights of a Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with the applicable provisions of the Declaration.

ARTICLE III – MEETINGS OF THE MEMBERS

1. Annual Meetings. The Association shall hold an annual meeting of the Members. Such meetings shall start at 7:00 PM on the third Wednesday of January each year or, if such date shall fall on a legal holiday in Virginia, at the same hour on the first business day thereafter. Directors of the Association shall be elected at the annual meeting as set forth in Article V, Section 4 below, and such other business as may properly come before the meeting may be transacted.

original Text

2. Special Meetings. The President of the Association, a majority of the Board of Directors, or Members holding ten percent (10%) of the votes entitled to be cast at such a meeting may call a special meeting of the Association at any time, provided that due notice of such meeting is given as set forth in Section 4 below.

3. Meeting Place. All meetings of the Members of the Association shall be held within the City of Charlottesville or the County of Albemarle, Virginia. Such meetings may be held at the principal office of the Association or at any other place in the aforesaid jurisdictions, as decided on by the Board of Directors, provided that the meeting place in either case is specified in the notice of such meetings.

4. Notice of Meeting. The President of the Association or other person calling a meeting of the Members of the Association shall give, or cause to be given, written notice of such a meeting. A copy of such notice shall be mailed or personally delivered to each member entitled to vote at the meeting not less than fourteen (14) days before the scheduled date of the meeting. A notice mailed via U.S. mail, postage prepaid, within the specified time period to a Member at his property address or to his last known address on file with the Association shall conclusively be presumed to comply with the requirements of this section.

A. Meeting Notice Content. The notice shall include, but not necessarily be limited to, the following information:

- (1) the place, day and hour of the meeting; and
- (2) if the meeting is a special meeting, the purpose(s) for which it is called.

The notice may include the following information:

- (1) a proxy form;
- (2) an agenda for the meeting;
- (3) the minutes of the previous annual and/or special meeting;
- (4) a Treasurer's report on the Association's finances as at the end of the preceding fiscal year; and
- (5) an explanation(s) of any substantial proposal(s) to be presented to the Members at the meeting.

B. Annual Meeting Agenda. The agenda for the annual meeting should include, but shall not necessarily be limited to the following:

- (1) call to order and establishment of quorum;
- (2) approval of minutes of previous annual and/or special meeting;
- (3) Treasurer's report;
- (4) other Association management reports (Building Maintenance, Grounds Maintenance, etc.), as appropriate;
- (5) report of the Architectural Review Board;
- (6) election of Directors; and
- (7) other business.

original Text

- (5) report to the Board of Directors at their regular meetings; and
- (6) report on building maintenance activities at the annual meeting of Members fo the Association.

B. Committee. The Building Maintenance Committee shall undertake the duties assigned to it which may include, but shall not be limited to the following:

- (1) prepare Requests for Proposals (RFPs) for building maintenance services as needed;
- (2) review bids for building maintenance services and prepare recommendations to the Board of Directors on the selection of building maintenance contractors;
- (3) advise Owners on building maintenance schedules and activities;
- (4) meet quarterly, and at other times as necessary, to review and discuss grounds maintenance needs and services;
- (5) prepare minutes of committee meetings and distribute such minutes to the Board of Directors and committee members;
- (6) supervise building maintenance contractors' activities and ensure that contractors provide all specified services and meet required standards for such services;
- (7) inspect all properties and Open Space periodically to determine whether any additional or unscheduled building maintenance services are needed. Such inspections should include:
 - (i) the exterior of homes (trim, siding, gutters, front doors, shutters, and garage doors); and
 - (ii) fences, post lights, mailboxes and mailbox structures;
- (8) check all post light bulbs every two to three weeks and replace any bulbs that have burned out;
- (9) consult with the Treasurer to ensure that funds are budgeted, or can be made available for, building maintenance services; and
- (10) review invoices for building maintenance services as requested by the Treasurer.

5. Grounds Maintenance Committee. Duties and responsibilities of the Grounds Committee may include, but not necessarily be limited to, the following:

A. Chair. The Chair of the Grounds Maintenance Committee shall undertake the duties assigned to the Chair which may include, but shall not be limited to the following:

- (1) ensure that duties assigned by the Board of Directors are performed in a timely manner;
- (2) prepare and distribute notices of committee meetings;
- (3) preside over all meetings of the committee;
- (4) act as the contact person for complaints by, or suggestions from, Owners as they relate to grounds maintenance and, if necessary, refer such complaints or suggestions to the Board of Directors;

- (5) report to the Board of Directors at their regular meetings; and
- (6) report on grounds maintenance activities at the annual meeting of the Members of the Association.

B. Committee. The Grounds Maintenance Committee shall undertake the duties assigned to it which may include, but shall not be limited to the following:

- (1) prepare a Statement of Requirements for Grounds Maintenance Services for the Village at Highlands. Such statement shall clearly define the services required by the Association, the performance standard for each service, and the time of year that each service will be provided;
- (2) prepare a Request for Proposal (RFP) for grounds maintenance services when there is a need to select a grounds maintenance contractor, and distribute such bids to prospective contractors;
- (3) review bids for grounds maintenance services and prepare a recommendation to the Board of Directors on the selection of a grounds maintenance contractor;
- (4) distribute to all Owners an annual schedule that shows what grounds maintenance services are planned for the year and when they will be performed;
- (5) meet quarterly, and at other times as required, to review and discuss grounds maintenance needs and services;
- (6) prepare minutes of committee meetings and distribute minutes to the Board of Directors and committee members;
- (7) supervise the grounds maintenance contractor's activities and ensure that the contractor provides all specified services and meets required standards for such services;
- (8) inspect all Lots and Open Space periodically to determine whether any additional or unscheduled grounds maintenance services are needed. Such inspections should include identification of:
 - (i) insect or pest infestations;
 - (ii) dead shrubs or trees that should be replaced;
 - (iii) trees that should be staked;
 - (iv) lawn problems that should be corrected by the Association;
 - (v) erosion problems that should be corrected by the Association; and
 - (vi) the need to prune shrubs at the entrance to ensure that the entrance sign is visible.
- (9) consult with the Treasurer to ensure that funds can be made available for unscheduled or optional grounds maintenance services;
- (10) review invoices for grounds maintenance services as required by the Treasurer;
- (11) distribute information on property management matters as they relate to the community as a whole. Such information might include:
 - (i) grounds maintenance services provided by the Association;
 - (ii) advice on shrub/tree maintenance as it applies to Owner responsibilities;
 - (iii) water restrictions and water conservation; and