

HUGUENOT HUNDRED COMMUNITY ASSOCIATION

BY-LAWS

Amended _____

ARTICLE I NAME and PURPOSE

- Sect. 1 The organization shall be known as the Huguenot Hundred Community Association (hereinafter referred to as "Association").
- Sect. 2 The purposes of the Association are set forth in the Articles of Incorporation. It shall be a non-profit organization.

ARTICLE II MEMBERSHIP and DUES

- Sect. 1 Property ownership in Huguenot Hundred subdivision in Chesterfield County, Virginia shall entitle those owners to membership in the Association upon:
- a) Payment of the initiation fee per lot owned by a member or members as set in the annual budget approved by the members,
 - b) Payment of the annual membership fee per lot owned by a member or members as set in the annual budget approved by the members.
 - c) Membership fees are to be paid by April 1, of the current year.
- Sect. 2 Additional user fees (key fee, key replacement, rental of rack, etc.) may be suggested by the Board and voted for approval by the membership.
- Sect. 3 Members that do not pay the membership fee for one year will be deleted from membership. To be reinstated as a member, payment of a reinstatement fee as set in the annual budget approved by the members, plus the current year membership fee, shall be required.
- Sect. 4 Member fees shall run concurrently with the calendar year.
- Sect. 5 Members that violate the rules and regulations set by the Board for the use of the property owned by the Association may lose membership, as determined by the Board.
- Sect. 6 Neither the Association nor the officers, directors or members will assume ANY liability for any personal item (watercraft/locks, etc.) on the Association property.
- Sec. 7 Only members and their families and their guests may use the property owned by the Association.

ARTICLE III MEETINGS

- Sect. 1 Members of the Association shall meet annually in May, and at the call of the President, or upon a petition of twenty percent (20%) of the membership.
- Sect. 2 Notification of a membership meeting shall be provided at least 14 days prior to a meeting. The notice shall include the time, date and place of meeting, and matters to be considered. Notice of the Annual Meeting shall include a copy of the Proposed Operating Budget. Absentee ballot(s) shall be included with the notice on any action(s) to be voted upon.
- Sect. 3 Notifications of meetings and other correspondence may be sent by paper copy, or by electronic notification and shall only be sent to the members. Members shall inform the Board of current electronic and postal addresses to receive notifications.
- Sect. 4 The Board of Directors shall meet at least semi-annually. The President may call a special meeting of the Board.
- Sect. 5 Board meetings may be by conference call. Such meetings must be conducted in such a way that all members participating can speak and hear each other at the same time, and the Secretary duly notes such participation.
- Sect. 6 At any Board meeting, there must be four (4) Board members present in order to conduct any business.

ARTICLE IV OFFICERS

- Sect. 1 There shall be four (4) officers: President, Vice President, Secretary and Treasurer, all of whom must be members. The term of office shall begin at the close of the Annual Meeting. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the membership. Their duties are:
- a) PRESIDENT: Shall preside at meetings of the Association and of the Board of Directors and shall be Chief Executive for the administration of the affairs of the Association. The President shall be an ex-officio member of all committees.
 - b) VICE PRESIDENT: Shall, in the absence of the President, preside at all meetings of the Association and of the Board of Directors and otherwise act for the President in his absence.
 - c) SECRETARY: Shall record accurate minutes of all Board meetings, special meetings, conference calls, and the Annual Meetings of the Association. The Secretary shall perform such duties as may be directed by the President or Vice President. The Secretary shall handle such correspondence as is necessary, and shall send out notices of all meetings.

- d) TREASURER: Shall maintain accurate monthly financial records of the Association, including any depository, savings, investment, or checking accounts for association funds. This position shall ensure that bills and fees are paid in a timely matter. The Treasurer shall collect all fees described in the By-Laws and any additional fees approved by the Association each year. The Treasurer shall handle keys to the gate lock and keep a current log of key holders. The Treasurer shall maintain a current roster of dues-paid members. The Treasurer shall present at the Annual Meeting a Proposed Operating Budget for the next year. The Treasurer shall submit a financial report at each Board Meeting.
- e) THE BOARD OF DIRECTORS: Shall consist of the above named officers and three (3) other members elected by the membership for a total of seven (7) directors (referred to as "Board" or "Board of Directors").

Sect. 2 THE BOARD OF DIRECTORS: The Board of Directors shall be as constituted in Section 1 of this Article.

- a) The Board shall have general supervision of the affairs of the Association between meetings of the membership, make recommendations to the membership, and perform such other duties as are specified in these By-Laws. The Board shall be subject to the orders of the members properly adopted, and none of its acts shall conflict with action taken by the members properly adopted.
- b) In addition to any other powers included herein, the Board of Directors shall establish reasonable rules and regulations governing the uses of the Association property (ramp/picnic area), with the approval vote of the membership.
- c) Members in violation of said rules and regulations may be subject to loss of membership as determined by the Board of Directors.

Sect. 3 ELECTIONS OF OFFICERS/BOARD MEMBERS:

- a) The members at the Annual Meeting in even numbered years shall elect four (4) Officers: President, Vice President, Secretary, Treasurer and three (3) other members of the Board of Directors.
- b) The term for each Officer and Director shall be two (2) years. Officers and Directors may be elected for successive terms.
- c) The President shall appoint a nominating committee consisting of one (1) Director and two (2) members from the membership at large. The committee shall prepare a list of nominees for officers and directors for presentation to the membership for a vote. Nominations may be submitted from the membership at least 30 days prior to the Annual Meeting.
- d) If a vacancy occurs among officers or directors, a replacement shall be appointed by the President and approved by the Board, to act until the next membership meeting, at which time an election shall be held to fill the vacancy.

- e) All documents, records, and any materials pertaining to the duties of the office as designated in the By-Laws, which are in the possession of the outgoing officers, shall be submitted to the newly elected counterpart within ten (10) days of the installation.

ARTICLE V MEMBERSHIP AND VOTING

- Sect. 1
 - a) Any person owning real property in Huguenot Hundred subdivision shall be eligible for membership in the Association.
 - b) Only members may vote on Association business.
 - c) At any meeting of the membership, the physical presence of at least eleven (11) members of the Association (including Officers and Directors) shall constitute a quorum.
 - d) At all meetings each member shall have one (1) vote for each action to be voted upon. Not more than two (2) votes will be allotted to each lot in the subdivision if owned by more than one member.
 - e) Signed absentee ballots may be submitted to the Secretary prior to the meeting by paper or email ballot for each action to be voted upon for those members unable to attend the meeting. The vote of the majority of the members present and represented by absentee ballot shall be the act of the Association, except as otherwise provided.

ARTICLE VI COMMITTEES

- Sect. 1 The President shall appoint such standing and special committees, as he or she may deem advisable.

ARTICLE VII REPORTS

- Sect. 1
 - a) The President shall present a written report on the state of affairs of the Association at the Annual Meeting.
 - b) The Secretary shall record minutes from all Board meetings, including Board member attendance, annual meetings, conference calls, and special meetings. These minutes shall be posted on the Association's website within 14 days of each meeting.
 - c) Itemized financial reports by the Treasurer shall be posted on the Association's website semi-annually. At the Annual Meeting, the Treasurer shall submit an itemized report covering the financial transactions of business for the fiscal year ending December 31. The Treasurer shall also present a written Proposed Operating Budget for the next year for approval by vote of the membership at the annual meeting.

- d) All committee chairmen shall make written signed reports to be presented at the Annual Meeting.
- e) All reports from the Annual Meeting shall be posted on the Association's website within fourteen (14) days of the meeting.

ARTICLE VIII AMENDMENTS

- Sect. 1
 - a) Amendments to the By-Laws shall require for adoption a vote of not less than two-thirds (2/3) of all the votes cast.
 - b) Proposed amendments to the By-Laws proposed by a member must be written, dated and signed and presented to the Board of Directors at least thirty (30) days prior to meetings at which action is to be taken. The Secretary shall notify all members of the contemplated actions at least fourteen (14) days prior to the meeting. This notice shall include the text of any such proposed amendment.

ARTICLE IX GENERAL DEFINITIONS

- Sect. 1 Outside of these By-Laws, Roberts Rules of Order Newly Revised is the standard by which this organization transacts business.
- Sect. 2 Membership in Huguenot Hundred Community Association is voluntary.
- Sect. 3 A quorum is the minimum number of persons required to be present before Association business can be transacted.