

BYLAWS
OF
BRANDERMILL COMMUNITY ASSOCIATION INC.
ADOPTED APRIL 19, 1993
(Amended)

January 25, 1999 - ARTICLE IX - Books and Records
November 15, 1999 - ARTICLE III - Director's Tenure
December 17, 2001 – ARTICLE III, Section 2 – Director's Tenure
July 21, 2008 – ARTICLE III, Section 2 – Tenure & Section 3 – Annual Meetings;
ARTICLE VII, Section 2 – Election, Term of Office and Vacancies;
ARTICLE VIII, Section 4 – Authority over Committees

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**RESTATED BYLAWS
OF
BRANDERMILL COMMUNITY ASSOCIATION, INC.**

ARTICLE I - Members

Section 1. Membership in the Corporation. The members of the Brandermill Community Association, (hereinafter referred to as "Corporation"), are described in Article III of the Articles of Incorporation and in Article III, Section 1, of the Declaration of Covenants and Restrictions of Brandermill Community Association, Inc. and Brandermill, a Joint Venture recorded August 30, 1974 in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia ("Clerk's Office") in Deed Book 1130 at page 132 as amended ("Declaration").

The Board of Directors of the Corporation may suspend the voting rights of any member during any period of time when such person is in default of any of his obligations under the Declaration (including, without limitation, the failure to pay any assessment), provided that such default has continued uncured for a period of ten (10) days after written notice thereof to such member.

Section 2. Membership Classes. There shall be the following two (2) classes of voting membership in the Corporation:

(a) TYPE A. Type "A" members ("Member") shall be all Owners of Residential Lots and Family Dwelling units, and Tenants occupying Family Dwelling Units. A Type "A" Member shall be entitled to two (2) votes for each Family Dwelling Unit which he owns. If a Family Dwelling Unit is occupied by a Tenant, the Owner shall be entitled to one (1) vote and the Tenant shall be entitled to one (1) vote. An Owner of a Residential Lot shall be entitled to one (1) vote for each Residential Lot he owns.

(b) TYPE B. Type "B" members ("Member") shall be all Owners of platted Public or Commercial Sites, Multiple-Family Tracts, Public or Commercial Units, Self-Maintained Public or Commercial Units, Unsubdivided Lands and Development Unit Parcels. A Type "B" Member shall be entitled to one (1) vote for each One Hundred (\$100.00) Dollars in annual assessments paid to the Association. In computing the number of votes to which a Type "B" Member shall be entitled, the amount of the assessment paid shall be rounded to the nearest One hundred (\$100.00) Dollars.

Payment of special assessments shall not entitle any Member to additional votes.

When any property entitling the Owner to membership as a Member of the Association is owned of record in the name of two (2) or more persons whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other

manner of joint or common ownership or if two (2) or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, their acts with respect to voting shall have the following effect:

- (1) If only one (1) votes, in person or by proxy, his act shall bind all;
- (2) If more than one (1) votes, in person or by proxy, the act of the majority shall bind all;
- (3) If more than one (1) votes, in person or by proxy, but the vote is evenly split on any particular matter, each fraction shall be entitled to its proportionate share of the vote or votes provided, however, that all votes must be cast in whole numbers and not fractions;
- (4) If the instrument or order filed with the Secretary of the Association shows that such tenancy is held in unequal interests, a majority or even split under subparagraphs (2) and (3) immediately above shall be a majority or even split of the interests in the property to which the vote(s) is attributable; and
- (5) The principle of this paragraph shall apply, insofar as possible, to execution of proxies, waivers, consents or objections and for the purpose of ascertaining the presence of a quorum.

The voting rights of any Owner may be assigned by said Owner to his tenant, if the tenant is a member; provided, however, that the Owner may not assign to such tenant any vote(s) not attributable to the property actually leased to said tenant.

Section 3. Voting Rights in the Corporation. The members of the Corporation shall have the right to vote for the election and removal of directors, amendment of the Articles of Incorporation, and upon such other matters with respect to which a vote of members is required under the Declaration, the Articles of Incorporation, the Virginia Property Owners Association Act or under the provisions of the Non-Stock Corporation Act of Virginia. In the election of directors, each member shall be entitled to as many votes for each director as equals the number of votes he is entitled to, based on his ownership of, or tenancy in, one or more of the two classifications of property as set out above as computed by the formula set out hereinabove in Section 2. All votes must be cast in whole numbers and not fractions thereof. Members are divided into classes for the sole purpose of computing voting rights and shall, in no event, vote as a class. Cumulative voting shall not be permitted.

ARTICLE II - Meeting of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held on such date during April of each year as shall be fixed yearly by a resolution of the Board of Directors. Such annual meetings shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting. A special meeting of the members may be called by the President, the Board of Directors, or members having one-fifth of the votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors or the President may designate any location within Chesterfield County, Virginia, as the place for any annual meeting or special meeting called by the Board of Directors, and the President may designate any location as the place for any special meeting called by him. If no designation is made or if a special meeting is called by the members of the Corporation, the place of meeting shall be the principal office of the Corporation within Chesterfield County, Virginia.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or delivered not less than twenty-five (25) days nor more than sixty (60) days, before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the Corporation at his address as shown on the records of the Corporation. A member may, in writing, signed by him, waive notice of any meeting before or after the date of the meeting stated therein.

Section 5. Quorum Required for any Action Authorized at Regular or Special Meetings of the Corporation. The quorum required for any action which is subject to a vote of the members at an open meeting of the corporation shall be as follows:

The first time a meeting of the Members of the Association is called to vote on any action proposed to be taken by the Association the presence at the meeting of members or proxies entitled to cast twenty percent (20%) of the total vote of the Membership shall constitute a quorum.

If the required quorum is not present at any meeting, another meeting(s) may be called subject to the giving of proper notice and the required quorum at such subsequent meeting(s) shall be fifty percent (50%) of the required quorum at the preceding meeting.

Unless otherwise provided, any reference hereafter to votes cast at a “duly called meeting” shall be construed to be subject to the quorum requirements established by this Article and any other requirements for such “duly called meeting” which may be established by these Bylaws of the Association.

The directors may make such regulations as they deem advisable (not inconsistent with these Bylaws, the Articles of Incorporation, the Declaration or applicable Virginia law) for any meeting of the members, including proof of membership in the Corporation, evidence of the right to vote and the appointment and duties of inspectors of votes. Such regulations shall be binding upon the Corporation and its members.

Section 6. Proxies. All members of the Association may vote and transact business at any meeting of the Association by proxy as authorized in writing. All proxies shall be assigned to an Executor of the Election to be appointed by the Board of Directors.

ARTICLE III - Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its directors. The directors need not be members of the Corporation.

Section 2. Tenure. At each annual meeting of the members (or at a Special Meeting expressly called for the election of directors required due to an increase in numbers of the members of the Board of Directors), the members shall elect directors as provided in the Articles of Incorporation. Following the election, current members of the Board of Directors shall continue to serve in their existing positions until the annual organizational meeting of the Board of Directors is held. Newly elected directors shall be installed and assume their responsibilities during the annual organizational meeting of the Board of Directors.

Any vacancy occurring in any subsequent Board of Directors, other than by increase in the number of members of the Board of Directors, may be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by the sole remaining director and, if not previously filled, shall be filled by a majority vote of the members at the next succeeding meeting of the members of the Corporation. Any director selected by the majority of the remaining directors to fill such vacancy, other than by increase in the number of members of the Board, shall serve as such director only until the next regular election of directors with such vacancy to be filled in the manner described above.

In the event that a member election shall be held to fill unexpired terms of former directors as well as to fill directorships with fully expired terms, the term of the directorship won by each successful candidate shall be determined by the aggregate total number of votes cast for each such candidate, with the full term directorships being awarded to the candidates receiving the largest number of votes, and the partial term directorships being awarded in descending order of their remaining duration to the remaining candidates in descending order of votes cast for each such candidate.

In the event of any tie in the total number of votes cast for candidates, the winning candidate shall be selected by coin toss by the independent auditors to be conducted at the meeting held for said election.

Section 3. Annual Meetings. Annual organizational meetings of the Board of Directors shall be held no more than 30 days following the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors by giving notice thereof as provided in Section 5 of this Article III. Such persons calling a special meeting of the Board of Directors may fix any location within the State of Virginia as the place for holding such special meeting.

Section 5. Notice. When notice of any meeting of the Board of Directors is required, such notice shall be given at least three (3) days previous to such meeting by written notice delivered personally or sent by mail to each director at his address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail in a sealed envelope properly addressed. Any director may waive notice of any meeting before or after the time of the meeting stated therein and attendance of a director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation, these Bylaws or the Declaration.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting. Attendance at the meeting may be by electronic means.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors any director may be reimbursed for his actual expenses incurred in the performance of his duties as director but this section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 9. Informal Action by Directors. Any action required or permitted by law to be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors, which consent shall be filed with the secretary of the Corporation as part of the corporate records.

ARTICLE IV - Powers and Duties of the Board of Directors

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

- (a) adopt and publish rules and regulations governing the use of the Common Properties and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the Common Properties during any period in which such members shall be in default in the payment of any assessment levied by the Corporation. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;
- (c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- (d) exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, the Declaration, or applicable Virginia law;

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

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or any special meeting when such statement is requested in writing by twenty-five percent (25%) vote of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Corporation, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of all assessments;
 - (2) send written notice of all assessments to every owner subject thereto;
 - (3) in the discretion of the Board of Directors, 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; and
 - (4) provide for Board(s) of Architectural Review.

- (d) issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned or leased by the Corporation;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Properties to be maintained or improved.

ARTICLE V - Mergers and Consolidations

To the extent and in the manner provided by law, the Corporation may participate in mergers and consolidation with other nonprofit associations organized for the same purpose.

No mergers or consolidation shall affect any revocation, change or addition to the Declaration, including, without limitation, the maximum limits on assessments and dues of the Corporation, or any other matter substantially affecting the interest of members of the Corporation.

ARTICLE VI - Mortgage and Pledge

To the extent provided by law, the Board of Directors of the Corporation shall have the power and authority to mortgage the property of the Corporation and to pledge the revenues of the Corporation as security for loans made to the Corporation which loans shall be used by the Corporation in performing its authorized functions; provided that any such mortgage is with the prior consent of more than sixty-six and seven-tenths percent (66.7%) of the members of the Association, which consent may be evidenced by an affirmative vote of more than sixty-six and seven-tenths percent (66.7%) of the members at a duly called meeting of the Association. Notwithstanding anything in the Declaration to the contrary, the Corporation shall not be allowed to reduce the limits of the Maximum Annual Assessment at any time there are outstanding any amounts as repayment of any such loans.

ARTICLE VII - Officers

Section 1. Officer. The officers of the Corporation shall be a President, one or more Vice Presidents (the numbers thereof to be determined by the Board of Directors), a Secretary,

and a Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President shall be a Director of the Corporation. Other officers may be, but need not be, Directors of the Corporation.

Section 2. Election, Term of Office and Vacancies. The officers of the Corporation shall be elected annually by the Board of Directors during the annual organizational meeting of the Board of Directors. Each officer's term will last until the next annual organizational meeting of the Board of Directors except in cases of the officer's death, resignation or removal from office. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by majority vote of the entire Board of Directors whenever, in its judgment, the best interest of the Corporation will be served.

Section 4. Powers and Duties. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors, except as otherwise determined by the Board of Directors. The President shall be chief executive officer of the Corporation.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the 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.

ARTICLE VIII - Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors as to the following matters:

- (a) the dissolution, merger or consolidation of the Corporation; the amendment of the Articles of Incorporation of the Corporation; or the sale, lease or exchange of all or substantially all of the property of the Corporation;
- (b) the designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee;

- (c) the amendment or repeal of these Bylaws or the adoption of new Bylaws; and
- (d) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Corporation may be established by a resolution adopted by a majority of directors present at a meeting of which a quorum is present. Such committees shall perform such duties and have such powers as may be provided in the resolution.

Section 3. Rules. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

Section 4. Authority over Committees. All committees, committee members and committee officers shall serve at the pleasure of the Board of Directors. Any committee formed by the Board of Directors may be reorganized or dissolved by resolution adopted by a majority of the directors in office.

ARTICLE IX - Books and Records

Subject to the provisions and conditions set forth in the Virginia Property owners Association Act and other applicable State statutes, as amended from time to time, the books and records of the Corporation as specified in the statutes shall be made available for examination and copying by a Member in good standing or his authorized agent. Such requests may only be exercised during reasonable business hours or at a mutually convenient time and location and upon five days written notice. Requests for information by the Members shall include the specific information requested. Members making such requests shall meet and comply with the provisions, conditions and purposes stated in the Act and other applicable State statutes. The Corporation may impose and collect a charge for its actual costs of materials and labor for providing copies of any books and records to a Member in good standing. The Declaration, the Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection and purchase by any Member at the principal office of the Corporation.

ARTICLE X - Proxies

Section 1. Each member entitled to vote may vote in person or by proxy at all meetings of the Corporation.

Section 2. All proxies shall be executed in writing by the member or by his duly authorized attorney-in-fact and filed with the secretary. No proxy shall extend beyond the

date of the meeting for which it is given unless such meeting is adjourned to a subsequent date and no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any proxy granted by a member shall automatically cease upon the termination of such member's membership in the Corporation.

ARTICLE XI - Construction

In the event of a conflict between the Declaration and the Articles of Incorporation or the Bylaws, the Declaration shall control, and in the case of any conflict between the Articles of Incorporation and the Bylaws that the Declaration does not resolve, the Articles of Incorporation shall control.

ARTICLE XII - Assessments

Subject to the exemptions set forth in Article V of the Declaration, each member is obligated to pay to the Corporation annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid on or before the due date, the assessment shall, bear interest from the due date at the contract rate plus a late payment penalty of ten percent (10%), and the Corporation may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and penalty, interest, costs of collection, including reasonable attorney's fees of a minimum of thirty-five percent (35%), agency collection fees, post judgment costs and court costs shall be added to the amount of such assessment. The Board of Directors may authorize a Billing Agent to collect assessments. If the Board of Directors elects to utilize a Billing Agent to collect assessments, interest which shall accrue on past due sums shall be the maximum interest rate which such agent may lawfully charge. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of his Lot.

ARTICLE XIII - Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Brandermill Community Association, Inc., Commonwealth of Virginia, 1974.

ARTICLE XIV - Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors, or at a regular or special meeting of the members duly called for such purpose by a vote of a majority of votes of those present.

