

BYLAWS OF COUNSELORS CLOSE COMMUNITY COMPANY
WILLIAMSBURG, VIRGINIA

Article I
NAME AND LOCATION

The name of the corporation is Counselors' Close Community Company, hereinafter referred to as the "Company". It (ie. The entrance thereto) is located on the 500 Block of South Boundary Street in Williamsburg, Virginia.

Article II
DEFINITIONS

Section 1: "Company" shall mean and refer to the Counselors' Close Community Company, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Company.

Section 3: "Common area" shall mean and refer to all real property (including the improvements thereto and all streets, parking areas and easements), owned by the Company for the common use and enjoyment of the owners.

Section 4: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the common area.

Section 5: "Member" and "owner" shall mean and refer to the record owner, whether it be one or more persons or entities, of the fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6: "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Properties recorded in the office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City in Deed Book 61 at page 488.

ARTICLE III
MEETING OF MEMBERS

Section 1: Annual Meetings: Regular Annual Meetings of the Members shall be held in the month of November at a time and place within the City of Williamsburg, James City County or York County, Virginia to be set by the Board of Directors.

Section 2: Special meetings: Special Meetings of the Members may be called at any time by the President of the Board of Directors or by the written request of one third of the Members who are entitled to vote.

Section 3: Notice of Meetings: Written notice of each Annual meeting of the Members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Company, or supplied by such Member to the Company for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a Special Meeting, the purpose thereof.

Section 4: Quorum: Twenty-five percent of the Members entitled to vote, present in person or by proxy, shall constitute a quorum for any action except as otherwise provided by statute or in the Articles of Incorporation, the Declaration or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented by proxy.

Section 5: Proxies: At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, signed by the member, and filed in advance of the meeting with the Secretary. Every proxy shall be revocable and shall automatically cease at the close of the meeting for which it was created.

Section 6: Voting Rights: Members shall be entitled to one vote for each lot owned of record in Counselors' Close, as set forth in the Declaration.

ARTICLE IV BOARD OF DIRECTORS

The affairs of the Company shall be managed by a Board of five directors who must be Members of the Company and who shall be elected by the Members as hereinafter provided in Article V.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination: Nomination for election to the Board of Directors shall be made as set forth in the Articles of Incorporation. Nominations may also be made from the floor at the annual meeting. The Nominations Committee shall consist of a Chairman, who shall be a member of the Board and two or more other Members of the Company. The Nominations Committee shall be appointed by the Board of Directors prior to each

annual Meeting of the Members and its membership shall be announced at the meeting. The committee shall serve from the close of the meeting during which it is appointed until the close of the next Annual Meeting. It shall make as many nominations from among the Members of the Company for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies to be filled.

Section 2: Election: Election to the Board of Directors shall be by secret written ballot or by unanimous voice vote. At such election, the Members or their proxies may cast one vote in respect to each vacancy to be filled. The persons receiving the largest number of votes shall be elected.

Section 3: Term of office: Directors' terms shall be for two years and they shall be eligible for reelection. Members may serve any number of terms on the Board, but no more than two in succession.

Section 4: Removal-vacancy: Any Director may be removed from the Board, with or without cause, by a majority of all the members of the Company entitled to vote. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining members of the Board to serve for the unexpired term of his or her predecessor.

Section 5: Compensation: No Director shall receive compensation for any service he or she may render to the Company. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE VI MEETINGS OF THE DIRECTORS

Section 1: Regular Meetings: Regular meetings of the Board of Directors shall be held monthly, unless otherwise determined by the Board, at such date, place and hour as may be fixed by action of the Board. Meetings must be held at least quarterly. Procedure at these meetings shall be that prescribed by Roberts Rules of Order, current revision.

Section 2: Special Meetings: Special Meetings of the Board of Directors shall be held when called by the President or by any two Directors, after not less than three days' notice to each Director.

Section 3: Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the action of the Board.

Section 4: Meetings open to all Members: All meetings of the Board of Directors, Regular and Special, shall be fully publicized at least four days in advance by notices posted at the mail kiosks and shall be open to all other Members of the Company as

observers. The notices shall mention agenda items, including background information when needed, that concern the common property. Once a year a Member may request to be notified by the manager on a continual basis by first-class mail or by e-mail of meetings of the Board of Directors. The Company may charge requesting members a reasonable fee to cover postage and copying charges.

Section 5: Action taken without a meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Such actions must be duly noted by addendum to the minutes of the next Board meeting.

ARTICLE VII 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 Area and its facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Company. Such rights may also be suspended, after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) exercise for the Company all powers, duties and authority vested in or delegated to the Company and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation or the Declaration;
- (d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

- (a) cause to be kept a record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such a statement is requested in writing by one-third of the members who are entitled to vote;
- (b) supervise all officers;
- (c) as more fully provided in the Declaration, to;
 - (1) fix the amount of the annual assessment and of any special assessment levied against each lot at least thirty days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every owner subject thereto at least thirty days in advance of each annual assessment period; and

- (3) foreclose the lien against any property for which assessments are not paid within ninety days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain (1) adequate liability and hazard insurance on property owned by the Company and (2) liability insurance in accordance with the provisions of Article VII of the Articles of Incorporation regarding indemnification of Directors, Officers and others;
- (f) cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;
- (g) cause the Common Area to be maintained;
- (h) appoint committee members;
- (i) request the Manager to mail copies of new resolutions to Members quarterly.

ARTICLE VIII BOARD/COMPANY OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers: The officers shall be a President and a Vice President, a Secretary and a Treasurer and such other officers as the Board may from time to time create.

Section 2: Election of Officers: The election of Officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

Section 3: Term of office: The officers of this Company shall be elected annually by the Board and shall hold office for one year unless one shall sooner resign or be removed or otherwise be unqualified to serve.

Section 4: Special Appointments: The Board may elect such other officers as the affairs of the Company may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may determine.

Section 5: Resignation and removal: Any officer may be removed from office with or without cause by majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of its receipt or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 6: Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer so appointed shall serve for the remainder of the term of the person he or she replaces.

Section 7: Multiple offices: The offices of Secretary and Treasurer may be held by the same person. No person shall hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8: Duties: The duties of the officers are as follows;

- (a) The president shall preside at all meetings of the Board of Directors and of the Members, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes, except that this power may be delegated by the Board to a Manager pursuant to Article VII, Section 1 (e) of these By-Laws.
- (b) The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be assigned by the Board.
- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members ; make copies of these minutes available to all residents by placing them at the mail kiosks; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Company with their addresses, and shall perform such other duties as required by the Board.
- (d) The Treasurer shall, or when a Manager has been duly appointed under the provisions of these By-laws, oversee the receipt and deposit in appropriate bank accounts all monies of the Company and the disbursement of such funds as directed by the Board of Directors, the signing or issuance of checks and promissory notes of the Company, the maintenance of proper books of account subject to an annual audit by a public accountant at the completion of each fiscal year, the preparation of regular reports of income and expenditure, and the preparation of each year's annual budget.

ARTICLE IX COMMITTEES

Section 1: Nominations Committee: The Board of Directors shall appoint a Nominations Committee pursuant to Article V, Section 1 of these By-Laws.

Section 2: Architectural Review Committee: The Board of Directors shall appoint an Architectural Review Committee to consist of a Chairman and two other Members of the Company. Committee members shall be appointed to set terms of two years and not to exceed three consecutive terms. The terms shall begin at the close of the Annual Meeting. Two Members shall be appointed in odd-numbered years and one Member shall be appointed in even numbered years. The committee considers matters of appearance of the Common Area, the exterior appearance of individual homes, and landscaping issues, and forwards recommendations to the Board of Directors for final approval.

Section 3: Other Committees: The Board of Directors shall appoint such other committees as it deems appropriate in carrying out its duties.

Section 4: Committee Meetings: Committee meeting times and the reason for the meetings shall be posted at the mail kiosks when they are called and shall be open to all Members. Minutes are not required to be recorded unless the committee convenes in executive session.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Company shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, Articles of Incorporation and the By-Laws of the Company shall also be available for inspection by any Member and shall be available for purchase at reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Company both 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 it is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent per annum, and the Company may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees for any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or by abandonment of his or her lot.

ARTICLE XII AMENDMENTS

Section 1: These By-Laws may be amended by the Board of Directors at a regular or special meeting by the vote of a majority of the Directors, provided that one week's previous notice has been given to all directors of the revision to be proposed.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Revised July 18, 2005

Order: SM3XTHYSY
Address: 628 Counselors Way
Order Date: 03-01-2021
Document not for resale
HomeWiseDocs

By-law Amendment No. 1

WHEREAS Article I of the by-laws of the corporation state that the corporation's principal office is located at 161-A John Jefferson Road, Williamsburg; and

WHEREAS the corporation's Registered Agent is currently located in the offices of Geddy, Harris & Geddy; it is hereby

RESOLVED THAT Article I of the by-laws be amended as follows:

Delete "161-A John Jefferson Road"

And replace with "516 South Henry Street"

RESOLUTION APPROVED _____ 12-15-97 _____
(date)

M.C. Singing President

David C. Hauer Secretary