

BYLAWS
KAYHILL/GREENHILL PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I - MEMBERSHIP AND VOTES

The members of the Association shall consist of persons or corporations who at any time are owners (legal or equitable) of numbered and recorded residential lots of Kayhill Estate Subdivision and Greenhill Acres Subdivision; a person whose interest in real estate in these subdivisions which is purely that of mortgagee or trustee under a deed of trust or land contract vendor shall not be entitled to membership in the Association. Each member of the Association shall be entitled to one vote for each numbered and recorded residential lot in the Subdivision owned by the member.

At all meetings of property owners, a property owner may vote by proxy executed in writing by the property owner or by his/her duly authorized attorney in fact. Such proxy shall be filed with the president of the Association before or at the time of the meeting. The president will bring your unopened votes to the annual meeting. A Director will log in who voted by return address along with the ballots presented at the meeting. They will be counted by a Director and a member. Attorney-in-fact authorization should be sent to the President before the meeting.

ARTICLE II - BOARD OF DIRECTORS AND OFFICERS

The management of the affairs of the Association shall be vested in the Board of Directors as defined in the Articles of Incorporation.

The Board of Directors shall consist of five (5) members, each elected for a term of two (2) years. Three Directors will be re-elected in odd numbered years, two in even numbered years to maintain continuity of the Board. In the event a Director cannot serve their full term, the Board can replace their position up to the next annual meeting.

The Board of Directors shall elect from its membership a President, a Vice President, a Secretary, a Treasurer and other officers it may deem necessary for the efficient operation of the Association. Board members elected at the annual meeting shall take office that day, and shall elect new officers at that time.

The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall in all cases act as a committee, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

Any officer or agent elected or appointed by the property owners may be removed at a duly called meeting by a majority vote of the property owners whenever in their judgment the best interests of the association would be served.

ARTICLE III – DUTIES

The President shall be the chief executive officer of the Association, shall preside over all meetings of the members and the Board; shall be an ex officio member of all committees and shall appoint all committees.

The Vice President, in order, shall be vested with all the powers and perform all the duties of the President in the absence or disability of the latter.

The Secretary shall record the minutes of all meetings of the Association and of the Board of Directors, issue notices of meetings, keep all Association records and perform all other duties customarily pertaining to the office. All records can be accessed by any member. A reasonable charge will be made for copies, depending on the volume and mailing of such documents.

The Treasurer shall receive and deposit in the name of the Association, in such insured financial institutions as may be approved by the Board of Directors, all Association monies, issue receipts, make all authorized disbursements and at each annual meeting of the members render a written itemized statement of the receipts and disbursements of the Association for the current year.

The Board of Directors shall have charge of the general management of the Association, hear all grievances, authorize and audit all expenditures and approve appointments. Any charges assessed against any member for any violation of the rules and regulations may be appealed to the membership as a whole.

ARTICLE IV – COMMITTEES

In conformity with Section 13.1-224 of the Code of Virginia, the Board of Directors, by resolution adopted by a majority of the directors in office may designate one or more Standing Committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors.

Other special committees with limited authority may be designated by the resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Special committees will automatically expire at the end of the organization's year or by direction of the President.

The President will nominate for approval of the Board by resolution the members of all committees.

ARTICLE V – MEETINGS

The annual meeting of the members and all other special meetings of the Association shall be held at such times and places as the Board of Directors may determine. Special Board meetings may be called by any officer of the Board or upon written notice to the President signed by three (3) Board members.

Association members must be individually given written notice at least 'fourteen (14) days in advance of any general membership meetings. Regular meetings of the Board of Directors shall be held once quarterly at such times and places as the Board may determine. Any change in a Board meeting time or place must be given to each Board member at least five (5) days before such meeting.

All meetings, including Board and Committee meetings, can be attended by any member. Director and committee meetings can be attended by request, to allow for accommodations. Members making such requests will be notified in the same manner as a Director. Fifty-one (51%) of owners can call special meeting.

ARTICLE VI - QUORUMS

Meeting of Members: Thirty-five percent (35%) of the eligible votes of the membership represented in person, by proxy, or by mail ballot shall constitute a quorum for the 'transaction of business.

Directors' Meetings: Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Committees: The majority of any committee shall constitute a quorum.

ARTICLE VII - ELECTION PROCEDURES

The President, with the approval of the Board, shall appoint, at least sixty (60) days before the annual meeting, a nominating committee of members, the simple majority of which shall be non-members of the Board of Directors.

The Nominating Committee shall prepare a ticket of at least two nominees more than the number of vacancies. The nominations shall be presented to the Board for approval no later than forty -five (45) days prior to the annual meeting.

No person shall be proposed for office unless he/she is a qualified voting member of the Association and unless his/her consent to serve has been secured. The Secretary shall announce the names of the candidates by mail to all qualified voting members of the Association at least thirty (30) days prior to the annual meeting of members.

Should more than one person own only one lot, no more than one of those persons shall be eligible to serve on the board at any time.

ARTICLE VIII - BUDGET

The annual budget will be prepared by the directors and shall be presented at the annual membership meeting. The budget will consist of two parts:

1. A mandatory assessment of not less than \$50.00 per lot to pay for attorneys fees, liability insurance, and other administrative costs of the association.
2. The second part will be based on all road restoration or repairs for the coming year with future consideration. Snow removal fees and miscellaneous items if needed.

The annual budget shall be approved by a majority vote of lot representatives, represented in person or by proxy, at the owners meeting. A copy of the proposed budget will be sent to the property owners with notification of the date of the annual membership meeting.

ARTICLE IX – Annual Meeting

Members shall have thirty (30) days notice as to the time, place, and date of the annual meeting. The notice will include the budget proposal, nominees for Board of Directors, proxy for election of board member and proposals. The minutes of our annual meeting and annual financial report will be sent one (1) week after the meeting. Information on amount of dues and mailing address will be included.

ARTICLE X – ASSESSMENTS

The annual budget will determine the amount assessed. It will be divided equally among the number of lots in the association. The assessment payment will be due by June 1 of that year. Penalties or liens may be set by the directors for delinquent assessments. Extension of payment may be obtained from the Board in two (2) month increments up to six (6) months. If a lien becomes necessary, the court costs and attorney fees incurred shall be assessed to the delinquent lot owner.

Special Assessments

If the need arises, the directors will have the right to levy special assessments not to exceed the limit of \$50.00 per lot without membership approval. The date due will be determined by the directors with 30 days notice to the owners.

ARTICLE XI – AMENDMENTS

These by-laws may be amended at any general membership meeting provided that the amendments have been submitted to the membership in writing thirty (30) days prior to the action. A favorable majority of the membership shall be required to adopt any amendment.

These Bylaws were approved by the general membership at the community meeting held April 22, 2007.