

**BYLAWS OF
MERIFIELD ACRES LANDOWNERS' ASSOCIATION**

ARTICLE I

The Association, Membership, Board of Directors, Meetings

1. The Association.

The Merifield Acres Landowners' Association (MALA) is a non-stock corporation established in January 14, 1977, and registered with the Commonwealth of Virginia State Corporation Commission, Richmond, Virginia. The Association shall be governed by the applicable Merifield Acres restrictive covenants, by the provisions of the current Virginia Property Owners' Association Act (VPOAA), Code of Virginia, Title 55, Chapter 26, 55-508-516.2), and by these Bylaws.

2. Association Membership.

The membership of the Association shall be composed of the owners of the lots of land located in the common interest community known as Roanoke Point, Clarksville Magisterial District, Mecklenburg County, Virginia, which lots are shown on plats of survey duly recorded in the Clerk's Office of the Circuit Court of Mecklenburg County, Virginia.¹ The full rights of membership (voting, use of common areas and facilities, access to Association records, serving on committees, and serving on the Board of Directors) may only be exercised by those members in good standing which, by definition, is that the Association annual assessment is current, including late fee, if applicable. Owners of lots in private properties or units of Merifield Acres who are not required to pay the Association annual assessment by virtue of existing covenants² but who voluntarily do so at the rate mandated for those owners of property noted in footnote 1 above (8A and MF 1 being exceptions) are considered to be full-fledged members of the Association.

¹RP 6, 7A, 7B, 7C, 7D, 8A, 8B, 8C, 8D, 8E, MF 1, RP 9A, 9B, 9C, 10, 11

²Private (PVT), RP 2, Lower Cedar Lane (LCL), Lots 19, 21, Holly Point (HPT), Maplewood Lane (MWL), Fielding Development Co., Inc. (RP 1, 3, 4, 5), Holly Park (HPK)

a. **Voting.** Owners of multiple lots in good standing are entitled to the number of votes equal to the number of annual property assessments paid. Although there may be multiple owners of lots, such multiple owners are entitled to only the one vote representing their one lot. Deciding issues of major importance to the Association, issues that, if enacted, could change in substantial and fundamental ways the character of MALA as we know it today; for example, the

approval of capital expenditures in excess of \$5,000, ratification of the Bylaws, the decision to obligate the Association to long-term debt, and so forth, shall require a two-thirds majority of the members voting. All other issues shall be decided by a simple majority vote.

b. **Absentee Voting.** Members in good standing unable to attend the Annual Meeting or other general membership meeting shall be afforded the opportunity to vote on issues of major importance as defined by the Board of Directors, on candidates seeking a seat on the Board of Directors, and on other published agenda items requiring a membership vote. The necessary absentee ballot(s) shall be provided with the notice announcing the meeting and the planned agenda. The Secretary shall be responsible for validating the absentee ballots submitted.

3. Meetings of the Association Membership.

The Association shall hold an Annual Meeting of the membership at a time and place determined by the Board of Directors. Notification of this meeting and the planned agenda shall be made known to the membership in writing at least thirty (30) days in advance of the meeting. The Board of Directors may call a special meeting of the membership to address matters of importance and urgency that cannot be deferred prudently until the next regular Annual Meeting. The Association President shall call a special meeting of the membership upon receiving a petition for a special meeting from at least fifty (50) members in good standing. Notification of a special meeting and the planned agenda shall be made known to the membership in writing at least seven (7) days in advance of the meeting.

4. Board of Directors.

The Association membership shall elect a Board of Directors responsible to the membership for establishing Association policy, identifying issues of major importance to the Association requiring a two-thirds vote for ratification, creating and terminating standing committees, and conducting, managing, and controlling the affairs and property of the Association. The Board of Directors shall conduct in every year divisible by five (5), or more often if necessary, a study to determine the necessity and amount of reserves required to repair, replace, and restore the capital components and to review the results of that study at least annually to determine if reserves are sufficient. The Board of Directors shall constitute the membership of the Association Nominating Committee and appoint its chair. No Board member shall receive any remuneration for service on the Board. Incoming members of the Board shall be elected at the Association's Annual Meeting. The Directors shall be nineteen (19) in number with each director serving a three-year term. There shall be seven (7) directors elected in years evenly divisible by three (3), and six (6) directors elected in other years. The Board of Directors shall, at the next regular Board meeting following a determination by the Association President that a vacancy on the Board has occurred, elect a new member to fill the unexpired term of any director whose seat is declared vacant.

5. Meetings of the Board of Directors.

Immediately following the Annual Meeting of the membership, the Board of Directors shall meet to elect Association officers and to transact other business. Regular meetings of the

Board of Directors shall be held at least bimonthly. Board meetings shall be conducted according to Robert's Rules of Order with the assistance of the Parliamentarian. A minimum of ten (10) Board members shall be required to constitute a quorum with issues decided by a simple majority of members present. Special meetings of the Board of Directors may be called by the Association President or by the Secretary upon receipt of a petition for a special meeting from three (3) directors. Board of Director meetings shall normally be open to the Association membership. The agenda shall designate a time when observers who are members of the Association may introduce any matter related to the Association. Non-Board members attending Board meetings shall otherwise sit as observers and shall not participate in Board of Directors' discussions. Association members are encouraged to bring issues to individual members of the Board for presentation to and discussion by the Board at regular Board meetings.

Directors are expected to attend all meetings of the Board. The President may excuse a Board member for good reason. The unexcused absence at two consecutive meetings shall be cause for the President, after consultation with the Board, to declare that Board seat vacant.

ARTICLE II

Association Officers, Architectural Committee, and Standing Committees

1. Association Officers.

The Board of Directors shall elect from among their number an Association President, Vice President, Treasurer, and Secretary and such other officers as they deem appropriate. Officers shall take office upon conclusion of the meeting at which they are elected and shall serve a term of one year or until a successor is elected. These Association officers shall constitute the Association Executive Committee responsible to the Board of Directors for the conduct of routine Association business in accordance with Association policy established by the Board of Directors. Additionally, it shall be the responsibility of the Executive Committee, under the leadership of the President, to identify issues requiring Board consideration, develop Board meeting agenda with the requisite research and background to facilitate the Board's knowledgeable consideration, and promulgate the agenda in advance of the meeting. The Executive Committee shall keep the Board of Directors apprised of actions taken.

2. Duties.

Association officers shall perform the duties prescribed by these Bylaws and shall assume such other responsibilities as may be prescribed by the Board of Directors.

3. President.

The President, who shall be bonded by a surety company for such amount as set by the Board of Directors, shall be responsible for

- a. executing Association policy as determined by the Board of Directors;
- b. serving as the Association's representative in all matters involving external agencies, a responsibility that shall be delegated to the standing committee chairs for those matters falling within the purview of that committee;
- c. presiding at all meetings of the Association, the Board of Directors, and the Executive Committee;
- d. in consultation with the Executive Committee and in consultation with Board members, designating committee chairs and committee membership except for the Nominating Committee, a sole responsibility of the Board of Directors;
- e. serving as spokesperson for the Executive Committee in reporting to the Board of Directors;
- f. serving as spokesperson for the Board of Directors at the Association's Annual Meeting;
- g. facilitating the timely implementation of all approved and unexecuted motions of the Association and the Board of Directors.

4. Vice-President.

The Vice-President shall perform the duties of President in the absence of the President and such other duties as the Board of Directors or the President may designate.

5. Treasurer.

The Treasurer, who shall be bonded by a surety company for such amount as set by the Board of Directors, shall have custody of all Association funds and securities. The Treasurer shall be responsible for the maintenance of adequate books of accounts. The Treasurer shall be assisted by an Assistant Treasurer and a Database Assistant Treasurer. The Association shall provide a suitable computer and printer to facilitate carrying out these responsibilities, if needed. The Treasurer shall assist the Finance Committee in preparing the annual budget proposal for the Board of Directors' consideration and approval for presentation to the Association membership at the Association's Annual Meeting. Upon approval by the membership, the budget shall become the basis of the Association's spending plan for the coming fiscal year and shall constitute authority for the Treasurer to expend Association resources. The Treasurer shall present monthly financial statements to the Board of Directors and at the end of the fiscal year shall present a financial report for the year accompanied by a balance sheet and an income and expense statement for examination by an independent examining board selected by the President and approved by the Board of Directors. This examination would be expected to encompass supporting documentation, examination of bank statements, and testing of records. This financial report for the year, together with the approved budget, shall be provided to the membership in a timely manner. In addition, the Treasurer shall be responsible for

- a. maintaining current Association membership records including a list of those members whose accounts are delinquent, to include all records of liens and warrants in debt;
- b. preparing membership annual assessment notices and collecting membership assessments and maintaining records of assessments paid and payable;
- c. preparing and submitting the necessary court documents to enforce payment of accounts in arrears and maintaining document records on liens and judgments; and
- d. serving on the Finance Committee.

The Assistant Treasurer shall be responsible for serving as backup to the Treasurer by learning the functions performed by the Treasurer and assisting the Treasurer where needed in carrying out and completing the requirements of that office.

The Database Assistant Treasurer shall be responsible for assisting the Treasurer with accurate data entry and safekeeping of files and communicating current information to the Treasurer.

6. Secretary.

The Secretary shall be responsible for the administrative function of the Association to include record keeping, correspondence, and internal and external communications. The Secretary shall be provided with a suitable computer and printer, if needed, and copier to facilitate carrying out these responsibilities. The Secretary shall be responsible for

- a. maintaining a record of and keeping the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee, these minutes forwarded to the President and provided to the members of such groups within a reasonable time after each meeting;
- b. maintaining a current status of all approved but unexecuted motions, together with identification of responsibility therefore and planned completion date, to be presented to the Board of Directors at every Board of Directors' meeting;
- c. preparing and delivering the current Association Disclosure/Information Packet; and
- d. preparing such correspondence as is required for effective communications with the Association membership and with external agencies.

7. Parliamentarian.

The Parliamentarian appointed by the Board of Directors from among its members shall assist the Board in the orderly conduct of Directors' meetings in accordance with Robert's Rules of Order.

8. Architectural Committee.

The evolving deed-form covenants and restrictive covenants of the properties and successive units (March 14, 1957, --March 1, 1991) within the common interest community known as Merifield Acres all address the importance of establishing and maintaining an attractive and quality residential community. The Architectural Committee was established on July 20, 1976, upon the declaration at the County Courthouse in Boydton, Virginia, of the restrictive covenants for Roanoke Point Unit 6 and prior to the incorporation of the Merifield Acres Landowners' Association (MALA) on January 14, 1977. A permanent committee and independent of MALA, the Architectural Committee shall operate within the Architectural Guidelines established by the respective restrictive covenants for the purpose of ensuring that the properties within the community are developed and maintained in accordance with these Architectural Guidelines. The Architectural Committee shall consist of three (3) members who serve staggered three-year terms. The Architectural Committee shall nominate its own candidate(s) to stand for election at the Association Annual Meeting. The Architectural Committee shall select its own chair who shall serve as an *ex-officio* member of the Board of Directors. In the spirit of cooperation, the Chair of the Architectural Committee shall make regular written reports to the Board of approvals and shall also keep the appropriate standing committee chairs apprised of actions taken relevant to their areas of responsibility.

9. Standing Committees.

Past actions by the Board of Directors have created standing committees for Appearance and Beautification, Aviation, Common Areas and Facilities, Community Events, Deer Control, Finance, Governance, Political and Environmental, Roads and Maintenance, Security, and Welcoming. The Board of Directors may abolish or combine existing standing committees or create additional standing or *ad hoc* committees as it deems necessary and appropriate to fulfill the duties and responsibilities to and of the Association.

In addition to the unique committee responsibilities assigned by the Board of Directors, all standing committees are responsible for

- a. observing established procedure in responding to property owners;
- b. preparing committee reports in writing for regular Board meetings and the Annual Meeting;
- c. preparing written motions in advance of the Board meetings whenever possible; and
- d. submitting a request for funds to support planned activities to the Chair of the Finance Committee for consideration during development of the proposed Association annual budget.

Standing committee meetings shall normally be open to the Association membership. Association members are encouraged to bring issues to individual committee members for presentation to and discussion by the respective committee.

ARTICLE III

Provision of Maintenance and Services

1. Determination of Common Expenses and Member Assessments.

a. Fiscal Year. The fiscal year for the Association will commence on January 1 and end on December 31 of that year.

b. Budget Preparation and Approval. Each year, the Board of Directors shall approve for presentation to the Association membership for their approval at the Annual Meeting a budget for the Association for the coming fiscal year. The budget shall contain a projection of receipts and expenditures necessary to cover the cost of maintenance, management, operation, repair/replacement of streets, roads, paths, easements and other Association property that the Board of Directors believes necessary or desirable to provide for the safety of life and property and to maintain an attractive community appearance. Such budget shall also include the necessary administrative and legal costs for Association operation as well as other community projects as directed by the Board of Directors.

c. Property Owner Assessments. Upon approval of the Association budget for the coming fiscal year, the Board of Directors in accordance with applicable restrictive covenants shall set the amount of the annual assessments necessary to sustain the operations of the Association. Annual assessment notices shall be mailed in January. These invoices are due and payable on March 1. Accounts shall be considered past due on April 1. Penalties for late payment shall be assessed as directed by the Board of Directors.

d. Reserves. The Board shall build up and maintain reasonable fiscal reserves for specific projects as well as for contingencies. Such reserves shall be maintained in a separate account and invested as directed by the Board of Directors. These reserve funds shall not be commingled with Association operating funds. Should the Board, in its discretion, direct the formation of additional reserves for a particular purpose, such reserve funds shall be separately accounted for and identified.

e. Arbitration of Disputes. Within the Association, the Board of Directors is the court of first and last resort for the resolution of disputes except for appeals of decisions of the Architectural Committee. In this case, such appeals should first be directed to the Architectural Committee for resolution. In the event the appellant's petition is disapproved by the Architectural Committee, the appellant may seek satisfaction from the Board of Directors sitting as an *ad hoc* dispute resolution committee. The Virginia Property Owners' Association Act (July 1, 2005), Code of Virginia, Title 55, Chapter 26, provides the Board of Directors with authority to "... establish, adopt, and enforce rules and regulations ... assigned to the association by the

declaration, except where expressly reserved by the declaration to the members. . . . by any method normally available to the owner of private property in Virginia, including, but not limited to, application for injunctive relief or damages, during which the court may award to the association court costs and reasonable attorneys' fees" (55-513A).

2. Collection of Assessments.

If unpaid after thirty (30) days of the March 1 due date, these assessments shall be considered delinquent. A lien or warrant in debt as appropriate shall be issued on the subject property(ies) if the account is considered delinquent.

ARTICLE IV

Amendments

These Bylaws represent an amendment to the Association Bylaws last approved by the Board of Directors and Association membership on December 12, 2000 (Article II. Committees was amended September 24, 2006). Upon approval by the Board of Directors and by two-thirds of the general membership voting at an Association meeting at which the proposed changes are inserted in the notice of such general meeting, this revision shall replace the existing Association Bylaws.