

**AMENDED ~~AND~~ RESTATED BYLAWS  
OF GATES HEAD ASSOCIATION, INC.**

**ARTICLE I  
IDENTITY**

These are the Amended and Restated Bylaws of Gates Head Association, Inc. (the "Association"), as amended and restated this 1st day of December, 1995. The terms and provisions hereof are expressly subject to those terms, provisions, conditions and authorizations contained in the Articles of Incorporation (the "Articles") and the Declaration(s) of Covenants, Conditions and Restrictions, as amended, as recorded in the Clerk's Office of the Circuit Court of Henrico County, Virginia (the "Declaration"). Reference is hereby made to the Declaration for the meaning of certain terms used herein.

**ARTICLE II  
MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** The annual meeting of the Members shall be held each year on the first Tuesday of October. If the day for the annual meeting of the Members is a legal or religious holiday, the meeting will be held on the next succeeding business day which is not a legal or religious holiday.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by any member of the Board of Directors or upon written request of at least one-half (1/2) of all Members who would be entitled to vote at such a meeting.

**Section 3. Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or such other person authorized to call the meeting, either personally or by mailing a copy of such notice, postage prepaid, at least 10, but not more than 50, days before such meeting to each Member entitled to vote at such meeting; provided that notice of a meeting called to act on an amendment to the Articles, a plan of merger, a proposed sale of assets or the dissolution of the corporation shall be given not less than 25, nor more than 50, days before the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting was called. Such notice shall be mailed or hand-delivered to each Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice.

**Section 4. Quorum.** At any meeting of the Members, the presence of Members, in person or by proxy, entitled to cast at least 25% of the votes entitled to be cast shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Every act or decision done or made by a majority of Members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Association.

**Section 5. Proxies.** At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary, who shall have each such proxy available for inspection at any meeting for which the proxy is given. Every proxy shall be revocable and shall automatically expire upon conveyance by the Member of his lot.

**ARTICLE III**  
**BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

**Section 1. Number.** The business and affairs of the corporation shall be managed by the Board of Directors (the "Board"). The Board shall consist of eight (8) members, each of whom must be a Member of the Association. The Board shall be divided into two classes so that the term of one-half (1/2) of its members shall expire each year. At each annual election, approximately one-half (1/2) of the entire number then fixed for the Board shall be elected by a majority vote of the Members of the Association then present or represented by proxy. The term of members of the Board will be two years. Vacancies occurring in the membership of the Board shall be filled by a majority vote of the Directors present at a meeting of the Board. The person so elected (to fill a vacancy) shall hold office for the unexpired term of the person whose position is vacant.

**Section 2. Compensation.** No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 3. 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 the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**Section 4. Meeting by Telephone.** Any Director may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. A written record shall be made of any action taken at any such meeting.

**ARTICLE IV**  
**NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. Nomination.** Nomination for election to the Board may be made by any Director, any nominating committee of the Board or any Member at the annual meeting.

**Section 2. Election.** Election to the Board shall be by written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The persons receiving the largest number of votes shall be elected.

**ARTICLE V**  
**MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held as requested by the President or three (3) Directors or six (6) Members, at such place and hour as may be fixed from time to time by the Board. Such regular meetings may be held without notice of the date, time, place or purpose of the meeting.

**Section 2. Special Meetings.** Special meetings of the Board shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days written notice to each Director.

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

**Section 3. Powers.** The members of the Board shall be empowered to exercise all powers conferred upon them by the Association and these Bylaws.

## **ARTICLE VI**

### **OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Officers.** The officers of the Association shall include a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members. The President and Vice-President shall be elected from among the members of the Board.

**Section 3. Term.** Each officer of the Association shall be elected annually by the Board and shall hold office for one (1) year unless he or she shall sooner resign, be removed or otherwise be disqualified to serve.

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

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by 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 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.

**Section 6. Vacancies.** A vacancy in any office other than President may be filled by appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer replaced.

**Section 7. Multiple Offices.** One person may simultaneously hold more than one of the offices except that one person may not simultaneously hold the offices of President and Vice President or President and Secretary.

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

(a) **President**: Shall preside over all meetings of the Board and shall exercise the usual parliamentary functions pertaining to such office. The President shall be elected from the Board and will be a member of all Committees.

(b) **Vice-President**: Shall be elected from the Board and will have all the powers and perform the duties of the President during the President's absence or disability. The Vice-President will assume the position of President in the event of vacancy of that position.

(c) **Treasurer**: Shall collect, receive, deposit and disburse all funds of

the Association as directed by the Board. The Treasurer will keep regular records of account and shall submit such records of the activities of Treasurer and financial condition of the Association as the Board may from time to time require.

(d) **Secretary:** Shall keep minutes of Association and Board meetings and shall perform duties as directed by the President or Board.

#### **ARTICLE VII BOOKS, RECORDS AND MINUTES**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member on terms and conditions determined by the Board. The Articles and these Bylaws shall be available for inspection by any Member at such place as may be designated by the Board and copies shall be available for purchase by the Members at reasonable cost.

The Board shall keep regular minutes and other records of its actions and submit same to the next succeeding Board. These records are and shall be open for review by any Member upon written request and at least three (3) days prior notice.

#### **ARTICLE VIII COMMITTEES**

The Board shall appoint committees as it shall deem appropriate, from time to time, including without limitation the following:

Architectural Control Committee  
Common Area and Entrance Planning Committee  
Community Events Planning Committee  
Recreation Planning Committee

The members of any such committee shall be Members of the Association and may, but need not be, Directors; provided, however, that the President shall be a member of each such committee and, when in attendance, shall serve as chairman of every meeting of each such committee.

#### **ARTICLE IX**

##### **ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which, together with interest thereon and costs of collection thereof (including reasonable attorneys' fees), 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 within 30 days after the due date, the assessment shall bear interest from the due date at the maximum rate permitted by law. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property subject to the assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

#### **ARTICLE X**

##### **PRESERVATION OF NON-PROFIT STATUS**

The Association shall operate in such fashion so as to maintain its not-for-profit status for all purposes, including qualifying as such under the Internal Revenue Code and Regulations.