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**BYLAWS**  
**OF**  
**THE WATER'S EDGE HOMEOWNERS ASSOCIATION**

**ARTICLE I. NAME**

The name of this association is the Water's Edge Homeowners Association.

**ARTICLE II. OBJECTS AND PURPOSES**

Section 1. This association is a nonprofit organization formed pursuant to the provisions of the Virginia Nonstock Corporation Act Sec.13.1-801, COV.

Section 2. The objects and purposes for which this organization is formed are to exercise, promote, and protect the privileges and interests of the residents of the Smith Mountain Lake residential development known as The Water's Edge, Franklin County, Virginia; to foster a healthy interest in the civic affairs of the community and county; to develop good citizenship; and to promote and protect the morals, safety, health, general welfare, and recreation of the community, its members and its families and to participate in and promote sound government for the residents and citizens of Franklin County and the Commonwealth of Virginia.

**ARTICLE III. MEMBERSHIP**

Section 1. Membership in this association shall consist of Class A voting members as provided in the Articles of Incorporation of this association.

Section 2. Memberships shall not be transferable.

Section 3. The association may issue certificates evidencing membership herein.

Section 4. Members shall have voting and other rights only as provided in the Articles of Incorporation.

Section 5. The annual meeting of the members of the association shall be during the fourth quarter of each calendar year. A special meeting of the membership may be held upon the call of any four (4) members of the Board or upon request of not less than 10 percent of the voting members of the association. Notice of the time and place of any meeting of the membership (and purpose of any special meeting) shall be mailed to the membership not less than ten (10) days nor more than thirty (30) days prior to the time of said meeting.

#### **ARTICLE IV. DUES**

Section 1. Each member shall pay to the Treasurer of this association annual dues in the amount to be decided at the annual meeting of this association.

Section 2. Annual dues shall be paid on or before the 31<sup>st</sup> of January of each calendar year.

#### **ARTICLE V. FISCAL YEAR**

The fiscal year shall be the calendar year commencing January 1 and ending December 31.

## ARTICLE VI. BOARD OF DIRECTORS

### Section 1. General Powers.

The management of this association, except as otherwise provided by law or Articles of Incorporation, shall be vested in a Board of Directors. Directors shall be Class A members in good standing.

### Section 2. Election.

The number of Directors shall be not less than three (3) nor more than thirteen (15) and shall be elected at the annual meeting of this association and shall be constituted as follows:

- A. Six (6) Directors from the membership at large shall be elected by the members.
- B. One (1) Director residing within each such district as described in Exhibit A attached shall be elected by the members
- C. The immediate past President.

The Board shall have the right to redistrict and amend Exhibit A from time to time.

### Section 3. Term of Office.

Each Director elected shall serve a two-year term or until his successor is duly elected.

Section 4. Meetings.

The annual meeting of the Board of Directors shall be on the second Wednesday of September of each year. A special meeting of the Board of Directors may be held upon the call of the President or upon the request of any four (4) members of the Board. Notice of the time and place of any meeting of the Board of Directors (and purpose of any special meeting) shall be served upon or telephoned to each Director at least twenty-four (24) hours prior to the time of the meeting or mailed or faxed to each Director at his address as it then appears on the records of this association at least four (4) days prior to the time of the meeting.

Section 5. Compensation.

No Director shall be entitled to or shall receive any compensation for attendance at meetings of the Board of Directors or for other services rendered to this association as Director or members of the committee of the Board, except that travel and other expenses incurred may be reimbursed as allowed by the Board.

Section 6. Quorum.

To constitute a quorum at any meeting of the Board of Directors, there shall be present in person no less than one-third (1/3) of the Directors serving on the Board at the time. A vote cast or action taken by a majority of the Directors present and constituting a quorum at a meeting shall control on all matters, unless otherwise specified.

Section 7.     Committees.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate an Executive Committee which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors. Such resolution shall designate the composition of the committee, which shall include not less than two (2) Directors.

Other committees with limited authority may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees may include, but shall not be limited to, (1) Budget and Finance, (2) Streets and Ways, (3) Public and Private Utilities, Grounds and Improvements, (4) Recreation and Social Welfare, (5) Governmental Action, and (6) Safety and Security.

Section 8.     Vacancies.

Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting or until his successor shall have been chosen at a special meeting of the members.

Section 9.     Removal of Directors.

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the members present at any special meeting called for that purpose.

**ARTICLE VII.     OFFICERS**

Section 1.     Election and Office.

The association shall have a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors shall, from time to time, designate. All officers shall be Class A voting members and shall be elected by and from the Board of Directors at its annual meeting.

Section 2.     Term.

Unless otherwise provided by the Board of Directors, officers shall serve until the next annual meeting of the Board.

Section 3.     Powers and Duties.

The officers shall have all such powers and duties as are usual to their respective offices. The President shall be the chief executive officer of this association and shall normally preside at meetings. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Secretary shall keep minutes of the proceedings of its members, Board of

Directors, and any committees having any authority of the Board of Directors; and shall keep a record of the names and addresses of its members. The Treasurer shall receive all dues and monies and shall maintain such accounts and disperse funds as authorized and directed by the board.

Section 4.     Vacancies.

Any vacancy occurring in any office, however caused, may be filled by the Board of Directors, and the term of any officer so selected shall be until the next annual meeting.

Section 5.     Removal of Officers.

Any one or more of the officers may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the members of the Board present at any special meeting called for that purpose.

**ARTICLE VIII.     GENERAL PROVISIONS**

Section 1.     Indemnification Against Liability.

The association shall, to the extent permitted by law and by Va. Code Ann. § 13.1-876, indemnify and hold harmless each person who shall serve at any time as Director, officer, employee, or agent of the association from and against any and all claims and liabilities to which such person shall become subject by reason of his having been a Director, officer, agent, or employee of the association or by reason of any action alleged to have been taken or omitted by him in such capacity and shall reimburse each such person for all expenses (including attorneys' fees), judgment, fines, and amounts

paid in settlement actually and reasonably incurred by him in connection with such action, proceeding for suit if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the association, and with respect to any criminal action or proceedings, had no reasonable cause to believe that his conduct was unlawful.

Section 3. Parliamentary Procedure.

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority where applicable and where there is no conflict between said rules and the Bylaws of this association.

Section 4. Execution of Papers.

Except where otherwise authorized by the Board of Directors, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, and endorsed by the association shall be signed by the President or Vice President and Secretary of the Board.

Section 5. Order of Business.

At all meetings of the association and of the Board of Directors, the order of business shall be as follows:

- A. Reading of minutes of immediate prior meeting for information and approval;
- B. Reports of officers;
- C. Reports of committees;
- D. Election of Directors;
- E. Unfinished business;
- F. New business;
- G. For the good of the association;
- H. Reading and approval of minutes of meeting just held, if requested.

Date adopted: \_\_\_\_\_

President: \_\_\_\_\_

Secretary-Treasurer: \_\_\_\_\_



BY LAWS EXHIBIT A. (continued)

- |    |                                   |              |
|----|-----------------------------------|--------------|
| 6. | Morgan's Mill District            |              |
|    | Morgan's Mill Drive               | Lots 267-426 |
|    | Cross Tower Drive                 |              |
|    | Low Country Drive                 |              |
|    | Upland Shores Drive               |              |
|    | Dormie Lane                       |              |
|    | Niblicks Circle                   | Lots 353-426 |
|    | Fairway Drive                     |              |
|    | Mountain Shore Drive              |              |
|    | South Shore Circle                |              |
|    | Sandy Edge Circle                 |              |
|    | Bay View Circle                   |              |
| 7. | Marina Bay & Bridleridge District | Lots 212-245 |
|    | Water's Edge Drive                | Lots 427-449 |
|    | Marina Bay Drive                  |              |
|    | Flagstick Court                   |              |
|    | Hunterwood Circle                 |              |
|    | Lake Front Circle                 |              |
|    | Bridleridge Road                  |              |
|    | Saddleridge Drive                 |              |
|    | Golfers Crossing                  |              |
| 8. | East Pointe District              | Lots 450-510 |

## Recommended changes to the Bylaws

### Section 1. Change wording to Read;

Membership in this association shall consist of Class A voting members as provided in the Articles of Incorporation.

### Section 2. Election. Change wording to read;

The number of Directors shall be not less than three (3) nor more than fifteen (15) to be elected at the annual meeting of the association and shall be constituted as follows: ~~5~~ X

- A. ~~Five~~ (6) Directors from the membership at large shall be elected by the members.
- B. One (1) Director residing within each such district as described in Exhibit A attached to be elected by the members.
- C. The immediate past President.

### Section 3. Change the wording to read;

Each Director shall serve a two year term or until his successor is duly elected.

### Section 4. Change the first sentence to read;

The annual meeting of the Board of Directors shall be on the second Wednesday of September of each year.

Attachment A: update to reflect the current section list that include Golfers Crossing, Village Green and Section 8.