

**BYLAWS**  
**OF**  
**HIGHLANDS AT MECHUMS RIVER HOME OWNERS ASSOCIATION, INC.**

**ARTICLE I**

**DEFINITIONS**

Section 1.01. "Association" shall mean and refer to Highlands at Mechums River Owners Association, Inc., a nonstock corporation organized and existing under Chapter 10 of Title 13.1, Code of Virginia, 1950, as amended, its successors and assigns.

Section 1.02. "Common Area" shall mean all the real property (including improvements thereto) owned by the Association for the common use and enjoyment of the Owners.

Section 1.03. "Declarant" shall mean and refer to the trustee of the Mechums River Land Trust under agreement dated July 1, 1989 (David H. Pettit at the time these Bylaws were originally adopted), and any successor trustee of said land trust, and its successors and assigns.

Section 1.04. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements of Highlands at Mechums River of record in the Clerk's Office of the Circuit Court of the County of Albemarle in Deed Book 1180, page 691, and all subsequent declarations of restrictions covenants and the like as may be added thereto, and any amendments or modifications thereof.

Section 1.05. "Developer" shall mean and refer to Craig Builders of Albemarle, Inc., a Virginia corporation, and its successors or assigns.

Section 1.06. "Lot" shall mean and refer to Lots 75 through 150, inclusive, to be served by state maintained roads accessing off of U.S. Route 240 as' shown on plat therein the "Plat") captioned "Subdivision Plat of Highlands at Mechums River Lots 75 Thru 150" by Roger W. Ray & Assoc., Inc. C.L.S., dated October 16, 1990, last revised July 16, 1991 of record in the Clerk's Office of the Circuit court of Albemarle County, Virginia in Deed Book 1176, pages 344 to 356, and any plot of land which is a par'. of the Property numerically designated, shown or described on any subsequently recorded plats of Highlands at Mechums River (with the exception of Common Area or streets).

Section 1.07. "Member" is defined in Section 2.01.

Section 1.08. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 1.09. "Property" shall mean and refer to that certain real property herein described on Schedule A, and such additions thereto as may hereafter be made subject to the "Declaration" and thereby brought within the jurisdiction of the Association.

The foregoing definitions shall also refer to plurals of said terms as may be used from time to time herein as the context requires.

## ARTICLE II

### MEMBERSHIP AND VOTING RIGHTS

Section 2.01. Every Owner of a Lot shall be a member of the Association. In addition, Declarant shall be a member of the Association so long as Declarant owns title to any Lot or any of the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. Ownership of such Lot (or Property in the case of Declarant) shall be the sole qualification for membership in the Association. Each such person shall be referred to herein as a "Member."

Section 2.02. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners of Lots with the exception of Class B Members. Class A Members shall be entitled to one vote for each Lot owned by said Class A Members. In the event more than one person or entity holds such interest in any Lot, all such persons or entities shall be Members but the vote for such Lot shall be exercised as they determine among themselves, but in no event shall more than one vote be cast with respect to any such Lot owned by a Class A Member.

Class B. The Class B Member shall be the Declarant or his successors and assigns as Declarant may appoint by an instrument recorded in the Clerk's Office of Albemarle County, Virginia. The Class B Member shall be entitled to three hundred fifty (350) votes provided Declarant owns any Lot or any of the Property whether or not actually divided into a Lot. Additionally, the Class B Member shall be entitled to one (1) vote for each Lot owned by the Declarant. Declarant's Class B membership shall cease and be converted to Class A membership on the earlier of: (a) December 31, 2001; or (b) the date on which Declarant has transferred to Class A Members all of the Lots on any then recorded plats of Highlands at Mechums River.

Section 2.03. Suspension of Voting Rights. The Association shall have the power to suspend the voting rights of a Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with the applicable provisions of the Declaration.

## ARTICLE III

### MEETINGS OF THE MEMBERS

Section 3.01. Annual Meetings. An annual meeting of Members of the Association shall be held. Such meeting shall commence at 7:00 o'clock p.m. on the third Wednesday of January of each year, or, if such date shall fall on a legal holiday in Virginia, then at the same hour on the first business day thereafter. The Directors shall be elected at the annual meetings as set forth in Section 5.04 below, and such other business as may properly come before the meeting may be transacted.

Section 3.02. Special Meeting. The President of the Association, or a majority of the Board of Directors, or Members holding ten percent (10%) of the votes entitled to be cast at such a meeting may call a special meeting of the Members of the Association, on due notice at any time.

Section 3.03. Notice Required. The officer, or other person calling a meeting of the Members of the Association, shall give, or cause to be given, written notice of such meeting. The notice shall contain the place, day, and hour of the meeting, and if a special meeting, the purpose or purposes for which it is called. A copy of such notice shall be mailed or personally delivered to each Member entitled to vote at the meeting not less than ten (10), nor more than twenty-five (25) days before the scheduled date of the meeting. A notice mailed via U.S. Mail, postage prepaid, within the specified time period to a Member at either the property

address of his Lot or to his address as it appears on the official records of the Association shall be conclusively presumed to comply with the requirements of this section.

A Member appearing at a meeting of the Association shall be conclusively presumed to have received due notice of such meeting unless he makes such appearance solely for the purpose of protesting his lack of notice therefor.

Section 3.04. Place of Meeting. Each meeting of the Members of the Association shall be held within the City of Charlottesville or the County of Albemarle, Virginia. It may be held either at the principal office of the Association, or at any place in the aforesaid jurisdictions, so long as the place is in either case specified in the notice of such meeting.

Section 3.05. Quorum. Except when a greater percentage is required by law, the presence at any meeting of Members holding fifty percent (50%) of the voting rights of all classes of membership combined, Class A and Class B, shall constitute a quorum, whether such presence be in person or by written proxy. If no quorum be had, a majority in voting power of those Members present may adjourn the meeting from time to time and from place to place until a quorum may be had.

Section 3.06. Conduct of the Meeting. The President of the Association shall act as chairman at each meeting of the Members. In his absence,, the Vice President, or should he be also absent, then a Member chosen by a majority vote of the Members present and entitled to vote, shall act as chairman of the meeting. The Secretary of the Association, or an Assistant Secretary, or in their absence, any Member designated by the Chairman, shall act as secretary of the meeting.

The Chairman shall determine the order of business at each meeting of the Members of the Association, but such order may be changed by a majority in voting power of the Members present, either in person or by written proxy, and entitled to vote at such meeting.

Section 3.07. Action Without Meeting. If a consent in writing, setting forth the action taken or to be taken, shall be signed by all the Members entitled to vote, such consent shall have the same force and effect as a unanimous vote of the Members of the Association, but no meeting need be held. Such consent may be secured either prior or subsequent to the action sought to be validated thereby.

Section 3.08. Proxies. Members unable to attend any meeting of the Members for any reason may give their written proxy to any person and such proxy may vote at any such meeting in accordance with the Articles of Incorporation of the Association, these Bylaws, and Section 13.1-847 of the Code of Virginia of 1950, as amended. In the event that more than one person or entity owns an interest in any one Lot, all such persons or entities, as the case may be, must sign the written proxy designation. In order to ascertain the validity of any written proxy, the Secretary of the Association (or acting Secretary in his absence) may rely upon the records of the Association as to the ownership of any Lot unless the written proxy is accompanied by evidence of such ownership of a Lot as is satisfactory to the Secretary (or acting Secretary in his absence) which is contrary to that reflected in the records of the Association.

Section 3.09. Removal of Directors. The Members may remove any director of the Association with or without cause at any regular or special meeting of the Members, provided notice of the proposed removal was given in the notice of the meeting, or the Members act by unanimous written consent (in which case no notice is necessary). Such action shall be by resolution of the Members declaring such removal to be in the best interests of the Association, and adopted at any regular or special meeting of the. Members as aforesaid by a majority of the Members constituting a quorum at any such meeting.

## ARTICLE IV

### OFFICERS

Section 4.01. Officers. The Association shall have a president, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time designate and establish pursuant to Section 4.03 of this Article. The same person may hold any two or more offices, excepting only those of President and Secretary, which shall never be held simultaneously by the same person.

Section 4.02. Qualifications, How Elected, Term. The President shall, but no other officer need be, also a director of the Association. The Board of Directors shall elect a slate of officers annually, such election to be held as soon as practicable after each annual election of directors. An officer so elected shall serve and hold office for one (1) year or until the election and qualification of his successor, or until his own death, resignation or removal, as provided hereafter.

Section 4.03. Other Offices. Such other offices as the efficient conduct of the business of the Association may require from time to time shall be established by the Board of Directors. The Board of Directors may elect persons to hold such offices and it may delegate to such persons those duties and responsibilities as to it deems proper.

Section 4.04. Removal. The Board of Directors may remove any officer of the Association at any time either with or without cause. Such action shall be by resolution of the Board of Directors declaring such removal to be in the best interests of the Association and adopted at any regular or special meeting of the Board by a majority of the directors in office at that time

Section 4.05. Resignations. Any officer of the Association may resign at any time. Such resignation may be tendered either orally or in writing, and shall be directed to any member of the Board of Directors. If an effective date is specified, the resignation shall not be effective until such data, but otherwise it shall be effective on notification of any director. Unless it is so specified in the resignation, acceptance by the Board of Directors shall not be necessary to make effective any resignation.

## ARTICLE V

### BOARD OF DIRECTORS

Section 5.01. Powers of the Board. The Board of Directors shall have and exercise all the corporate powers of the Association, and except as may otherwise be expressly required by law, the Articles of Incorporation, or these Bylaws, the Board shall manage the day-to-day affairs of the Association.

Section 5.02. Terms of Initial Directors. Each initial director shall serve until the annual meeting of the Members in January, 1993, or until the election and qualification of his successor or until his death, resignation, or removal in the manner provided hereinabove.

Section 5.03. Qualifications, Number and Term of Directors. The Association shall have a Board of Directors consisting of not less than three (3) directors. The number of directors of the Association shall be a variable range a. authorized by Section 13.1-8S5 (c) of the Code of Virginia of 1950, a. amended. The variable range shall be a minimum of three (3) directors and a maximum of nine (9) directors Any person, whether a Member of the Association or not, may be elected and serve as a director of the Association; however, the President of the Association shall be a director Directors shall be elected annually as



hereinafter provided. A director so elected shall, except as hereinafter provided in Section 5.04, serve and hold office for a two-year term or until the election and qualification of his successor or until his death, resignation, or removal in the manner provided hereafter.

Section 5.04. Election of the Board of Directors. Following the expiration of the terms of the initial directors, there shall be held at each annual meeting of the Members of the Association an election of directors. At the first annual meeting of the Members at which directors are elected, one-half (1/2) (as near as may be) of the directors to be elected shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years. Thereafter, except as otherwise provided herein, successors to directors whose terms are expiring shall be elected at each successive annual meeting of the Members and take office upon election. If the size of the Board is being increased, one-half (1/2) (as near as may be) of the number of new directors to be elected to new Board seats shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years. If the size of the Board is being decreased, successors to as many Board seats as are being vacated by such action shall not be ejected when the terms of directors in office expire, and a vote shall be taken to modify the terms of the directors in office as may be appropriate, to have one-half (1/2) (as near as may be) of the directors' terms expire at the next annual meeting of the Members and one-half (1/2) (as near as may be) of the directors' terms expire at the annual meeting of the Members following the next annual meeting of the Members. If any such elections for whatever reasons not be held, then the Board of Directors shall cause any such elections to be held as soon thereafter as practicable, at a special meeting of the Members called for that purpose. A quorum being present, in any election of directors those persons receiving the greatest number of votes shall be the directors of the Association.

Notwithstanding the foregoing provisions of this Section 5.04, upon the affirmative vote of a majority of Members present at a meeting at which there is a quorum present: (1) the terms of any or all directors may be modified, provided that the notice of such meeting must state the recommended action; and (2) directors may be elected and take office at any regular or special meeting of the Board; provided that the notice of such

meeting must state the recommended action. While not limiting the authority of the Members, the intention of the foregoing sentence is to permit adjustments in directors' terms to preserve the benefit of staggered terms, particularly when the Board size changes with resignations, vacancies or Board growth, and to provide as much flexibility as possible in recruiting persons to serve as directors.

Section 5.05. Annual Meeting of the Board. The Board of Directors may meet in order to elect officers and to transact other business at any time after their election as directors, preferably immediately following the annual meeting of the Members. No notice shall be required for such annual meeting if it be held on the same date, and at the same place, and immediately following any annual meeting of the Members. Pursuant to such notice as would suffice for special meetings of the Board, however, the annual meeting of the Board of Directors may also be held at any other time or place specified in such notice.

Section 5.06. Regular Meetings. The Board of Directors may from time to time by resolution fix the time and place of their regular meetings. Written notice of such meetings shall not be required unless by resolution of the Board.

Section 5.07. Special Meetings. The President of the Association or any two or more directors may at any time call a special meeting of the Board of Directors. Notice of each such special meeting shall be required and it shall contain n the time and place of the proposed special meeting. Such notice shall be sent to each director; if by mail, addressed to him at his residence or usual place of business and post marked at least seven (7) days before the scheduled date of the meeting; or, if by personal delivery or telegram at least five (5) days before the scheduled time of the meeting.

Section 5.08. Waiver of Notice. Any director nay waive the notice required by the proceeding section by written waiver either before or after the date of the meeting. Any directors who attends a meeting, even

without notice, shall however be conclusively presumed to have had timely and proper notice thereof unless he attends such meeting for the express purpose of objecting to the improper convening of such meeting.

Section 5.09. Place. The Board of Directors may by resolution determine the place or places where their meetings may be held in the place or places specified in the notice thereof.

Section 5.10. Conduct of the Meeting. The President of the Association or a director chosen by a majority of the directors present should the President be absent, shall act as chairman of each meeting of the Board of Directors. The Chairman shall determine the order of business at each meeting. The Secretary of the Association, or in his absence, any person appointed by the Chairman, shall act as Secretary of the meeting.

Section 5.11. Quorum Voting. A majority of all the directors shall constitute a quorum if present at any meeting of the Board of Directors. Any business that may properly come before such meeting may thereafter be transacted by the vote of a majority of the directors present at the meeting, and such vote shall be considered the act of the Board. Directors shall have no power as individuals, but shall only act as a Board.

Should a quorum not be present, a majority of the directors present may adjourn the meeting from time to time and from place to place until a quorum may be established.

Section 5.12. Action Without a Meeting. If a consent in writing, setting forth the action proposed to be taken shall be signed by all the directors, such consent shall have the same effect as a unanimous vote of the directors taken at a duly convened meeting thereof, so long as the consents all be signed prior to the taking of the action sought to be validated thereby

Section 5.13. Committee. The appointment of a director of any committee, if not sooner terminated, shall automatically terminate upon the expiration of his term as a director of the Association, or upon the earlier cessation for any reason of his membership on the Board of Directors.

Section 5.14. Summary of Minutes of All Board of Directors' Meetings. The Secretary or his designee shall, upon request of any Member deliver a written summary of the minutes of each meeting held by the Board of Directors to such Member in a timely fashion.

## ARTICLE VI

### PROPERTY

Section 6.01. General. The Association shall have the power to acquire and hold property, both real and personal, for the aesthetic, recreational and general civic benefit of the community in accordance with the terms of the Declaration.

Section 6.02. Common Area. The Association shall have the power to accept the transfer of the legal title to the Common Area from the Declarant. The Association shall have the power to convey or transfer all or any part of the Common Area as provided in the Declaration.

Section 6.03. Recreational and Other Facilities. The Association shall have the power but not the obligation to purchase, construct,, maintain and operate recreational or other facilities for the use and enjoyment of Members of their immediate families guests and tenants.

Section 6.04. Easements. The Association shall have the right to grant easements for public utility purposes to any municipality or public utility for the purpose of installation or maintenance of utilities to serve the Common Area or to serve any Lot, including the extension of said utility to adjacent property The Association shall have the power to grant easements as provided in the Declaration.

Section 6.05. Maintenance The Association shall maintain all the Common Area. The Association may provide street lighting where not provided by public authorities and may but is not obligated to provide maintenance. service or other services for the individual Lots.

Section 6.06. Policing. The Association shall be charged with general public policing and control of the Property and its Common Area and the Board of Directors of the Association shall have the power to make any reasonable regulations for the control of such and the prevention of nuisances within the Property and its Common Area which are not contrary to the terms of the Declaration.

Section 6.07. Suspension of Services, Privileges. The Association shall have the power to suspend a Member's right to use recreational facilities and services supplied by the Association to any Member during any period in which any assessment against such Member's Lot remains unpaid in accordance with applicable provisions of the Declaration.

## ARTICLE VII

### ARCHTECTURAL CONTROL

Section 7.01. Architectural Control Board. At the time specified in the Declaration, the Board of Directors of the Association shall appoint the three (3) members of the Architectural Control Board in accordance with the Declaration. Members of the Architectural Control Board may but need not be, Members of the Association.

Section 7.02. Purpose. The Architectural Control Board shall exercise the powers set forth in Article VII of the Declaration.

Section 7.03. Enforcement. The Association shall have the power to enforce, if necessary, the decisions of the Architectural Control Board whether by injunction or other appropriate action. The Association shall also have the power to enforce all provisions of the Declaration dealing with Architectural Control.

## ARTICLE VIII

### ASSESSMENTS

Section 8.01. Assessments. All matters relating to Assessments are set forth in the Declaration.

## ARTICLE IX

### PROPERTY RIGHTS

Section 9.01. Each Member's rights of enjoyment of the Common Area and any other property owned by the Association and restrictions thereto are set forth in the Declaration.

## ARTICLE X

### CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 10.01. Power of Board. Agents to Bind Association. Except as prohibited by law, the Articles of Incorporation on, or these Bylaws, the Board of Directors may authorize any agent or agents to enter into any contact, or to execute any instrument in the name or and on behalf of the Association. Any authority so conferred on such agent may be either general or special.

Section 10.02. Manner of Signing Required. The Board of Directors may from time to time by resolution determine the officers whose signatures must appear on the various checks, drafts, and other orders for payment executed on behalf of the Association.

Section 10.03. Deposits. The Board of Directors may from time to time by resolution determine and designate the various banks, trust companies, or other depositories in which the funds of the Association not otherwise employed or invested shall be deposited.

Section 10.04. Contracts for Management and Maintenance Services. The Board of Directors may, in its discretion, arrange to have the management, maintenance and care-taking functions of the Association or any part thereof performed by a third party or parties pursuant to contract.

## ARTICLE XI

### RESTRICTIONS AND COVENANTS

Section 11.01. General. The Association, or any Owner, shall have the right to enforce by a proceeding at law or in equity, the restrictions, conditions and covenants imposed by the Declaration. Failure by the Association or by any Owner to enforce any covenant, easement, condition, or restriction contained in the Declaration shall in no event be deemed a waiver of the right to do so thereafter.

## ARTICLE XII

### AMENDMENTS

Section 12.01. By the Directors. The Board of Directors by a majority vote thereof shall have the power to make, alter, amend or repeal the Bylaws of the Association at any regular or special meeting of the Board. This power shall not be exercised by the Executive Committee or any other committee of d' directors.

Section 12.02. By the Members. At any annual or special meeting, Bylaws may be adopted, and all Bylaws shall be subject to amendment, alteration, or repeal by a majority of all Members entitled to vote. Pursuant to resolution adopted by a majority of the Members entitled to vote, the Members may provide that certain Bylaws adopted, approved, or designated by them may not be amended, altered, or repealed, except by a certain specified vote of the Members.



section 12.03. Acknowledgment of Priority of Declaration. Notwithstanding any provision of these Bylaws to the contrary the Declaration is superior to the Bylaws and any provisions of the Declaration which are inconsistent with any provision of the Declaration is void and unenforceable.

## ARTICLE XIII

### MISCELLANEOUS PROVISIONS

Section 13.01. Seal. The Association shall have a corporate seal which seal shall contain the corporate name of the Association, the year of its incorporation and the word "Virginia" and which shall be in such form as may be approved by the Board of Directors

Section 13.02. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end of the last day of December in each year.

Section 13.03. Offices. The Association shall establish a principal and a registered office. The principal office may, but need not, be at the same place as the registered office. Such additional offices as the business of the Association may require may also be established, and the establishment of all offices shall be pursuant to resolution adopted by the Board of Directors.

Section 13.04. Dissolution. If the Association is dissolved, the assets shall (after provision has been made for satisfaction of all liabilities and obligations of the Association) be transferred or conveyed to one or more corporations, societies or organizations engaged in activities substantially similar to the Association with respect to the Property and the Common Area.

The foregoing Bylaws were adopted by the Board of Directors by unanimous consent effective 1/1/1992.

Secretary