

**BYLAWS (an outline)  
OF  
HIGHLANDS AT MECHUMS RIVER OWNERS ASSOCIATION, INC.**

**ARTICLE I - DEFINITIONS**

Section 1.01. "Association" means Highlands at Mechums River Owners Association, Inc.

Section 1.02. "Common Area" means all the real property owned by the Association for the common use and enjoyment of the Owners.

Section 1.03. "Declarant" means the trustee of the Mechums River Land Trust (David H. Pettit at the time these Bylaws were originally adopted).

Section 1.04. "Declaration" means the Declaration of Covenants, Conditions, Restrictions and Easements of Highlands at Mechums River and any amendments or modifications.

Section 1.05. "Developer" means Craig Builders of Albemarle, Inc.

Section 1.06. "Lot" means Lots 75 through 150, inclusive as shown on Plat.

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

Section 1.08. "Owner" means the record owner of fee simple title to any Lot which is part of the Property.

Section 1.09. "Property" means that certain real property described on Schedule A which is subject to the Declaration and within the jurisdiction of the Association.

**ARTICLE II - MEMBERSHIP AND VOTING RIGHTS**

Section 2.01. Every Owner of a Lot is a member of the Association.

Section 2.02. The Association has two classes of voting membership:

Class A. Class A Members are Owners of Lots with the exception of Class B Members. Class A Members are entitled to one vote for each Lot owned, and no more than one vote can be cast per Lot.

Class B. Class B Member is the Declarant or his successors. Declarant's Class B membership shall cease and be converted to Class A membership on the earlier of a) Dec. 31, 2001; or b) the date on which Declarant has transferred to Class A Members all of the Lots.

Section 2.03. Suspension of Voting Rights. The Association can suspend the voting rights of a Member during any period in which any assessment remains unpaid.

**ARTICLE III - MEETING OF THE MEMBERS**

Section 3.01. Annual Meeting. An annual meeting of Members of the Association is held at 7:00 p.m. on the third Wednesday of January of each year. The Directors are elected at the annual meeting as well as other orders of business properly brought before the meeting.

Section 3.02. Special Meeting. The President of the Association, or a majority of the Board of Directors, or 10% or more of the Members may call a special meeting or the Members of the Association with proper notice.

Section 3.03. Notice Required. The person(s) calling a meeting of the Members must give written notice of such meeting which describes the place, day, and time of the meeting and the purpose(s) of the meeting. This notice must be mailed or personally delivered to each Member not less than 10 days or more than 25 days before the meeting date.

Section 3.04. Place of Meeting. A meeting of the Association must be held within the City of Charlottesville or the County of Albemarle, Virginia.

Section 3.05. Quorum. The quorum of any meeting of Members is the presence of 50% of Class A and Class B voters either in person or by written proxy. If no quorum is achieved, the meeting may be adjourned from time to time and from place to place until a quorum is held.

Section 3.06. Conduct of the Meeting. The President (or Vice-President if the President is unable) shall act as chairman at each meeting of the Members and shall determine the order of business.

Section 3.07. Action Without Meeting. If a consent in writing is 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 not meeting need be held.

Section 3.08. Proxies. Members unable to attend a meeting of the Members may give their written proxy to any person and such proxy may vote at the meeting.

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 written 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). A majority of the Members constituting a quorum at any such meeting is required for action.

## **ARTICLE IV - OFFICERS**

Section 4.01. Officers. The Association shall have a President, one or more Vice Presidents, a Treasurer, a Secretary and such officers as the Board of Directors may designate. The same person may hold 2 or more offices, except that the President and Secretary may not be held simultaneously by the same person.

Section 4.02. Qualifications, How Elected, Term. The President must, but no other officer need be, also be a director of the Association. The Board of Directors elects the officers annually as soon as practicable after each annual meeting where directors are elected. An officer so elected serves for 1 year.

Section 4.03. Other Offices. The Board of Directors can establish other offices as seen necessary for the efficient conduct of business of the Association.

Section 4.04. Removal. In the best interest of the Association, the Board of Directors may remove any officer at any time either with or without cause at any regular or special meeting of the Board by a majority of the directors in office at that time.

Section 4.05. Resignation. Any officer of the Association may resign at any time.

## **ARTICLE V - BOARD OR DIRECTORS**

Section 5.01. Powers of the Board. The Board of Directors has all the corporate powers of the Association and shall manage the day-to-day affairs of the Association.

Section 5.02 - Terms of Initial Directors. Not applicable.

Section 5.03. Qualifications, Number, and Term of Directors. The Board of Directors must consist of a minimum of 3 and a maximum of 9 directors. Any person, whether a Member of the Association or not, may be elected and serve as a director, however, the President shall be a Member. Directors are elected annually and shall serve for a 2-year term.

Section 5.04. Election of the Board of Directors. At each annual meeting of the Members there shall be an election of directors. A quorum being present, in any election of directors those persons receiving the greatest number of votes shall be the directors of the Association.

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 Members.

Section 5.06. Regular Meetings. The Board of Directors may fix the time and place of their regular meetings.

Section 5.07. Special Meetings. The President or any 2 or more directors may at any time call a special meeting of the Board of Directors. Notice of such meeting is required containing the time and place of the proposed special meeting.

Section 5.08. Waiver of Notice. Any director may waive the notice required by the proceeding section by written waiver.

Section 5.09. Place. The Board of Directors may determine the place of the meeting(s).

Section 5.10. Conduct of the Meeting. The President shall act as chairman of each meeting, and shall determine the order of business at each meeting.

Section 5.11. Quorum, Voting. A majority of all the directors shall constitute a quorum if present at any meeting. Any business that may come before such meeting may be transacted by the vote of a majority of the directors present, 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, the meeting may adjourn to another time and place until a quorum is established.

Section 5.12. Action Without a Meeting. If a consent in writing, setting forth the proposed action 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 conveyed meeting.

Section 5.13. Committee. The appointment of a director of any committee automatically terminates upon the expiration of his term as a director of the Association.

Section 5.14. Summary of Minutes of All Board of Directors' Meetings. The Secretary, upon request of any Member, shall deliver a written summary of the minutes of each meeting held by the Board of Directors.

## **ARTICLE VI - PROPERTY**

Section 6.01. General. The Association has the power to acquire an hold property for the aesthetic, recreational and general civic benefit of the community.

Section 6.02. Common Area. The Association has the power to accept the transfer of the legal title to the Common Area from the Declarant. The Association has the power to convey or transfer all or any part of the Common Area.

Section 6.03. Recreational and Other Facilities. The Association has the power but not the obligation to purchase, construct, maintain and operate recreational or other facilities for the use and enjoyment of the Members.

Section 6.04. Easements. The Association has the right to grant easements for public utility purposes of installation or maintenance or utilities to serve the Common Area or any Lot.

Section 6.05. Maintenance. The Association shall maintain the Common Area.

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 has the power to make any reasonable regulations for the control of such and the prevention of nuisances within the Property and its Common Area.

Section 6.07. Suspension of Services, Privileges. The Association has 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.

## **ARTICLE VII - ARCHITECTURAL CONTROL**

Section 7.01. Architectural Control Board (ACB). The Board of Directors shall appoint 3 members of the ACB.

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

Section 7.03. Enforcement. The Association has the power to enforce the decisions of the ACB whether by injunction or other appropriate action. The Association also has 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 are described in the Declaration.

## **ARTICLE X - CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

Section 10.01. Power of Board, Agents to Bind Association. The Board of Directors may authorize any agent(s) to enter into any contract, or to execute any instrument in the name of and on behalf of the Association.

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

Section 10.03. Deposits. The Board of Directors may determine and designate the various banks, trust companies, or other depositories in which the funds of the Association shall be deposited.

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

## **ARTICLE XI - RESTRICTIONS AND COVENANTS**

Section 11.01. General. The Association, or any Owner, has the right to enforce 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 as stated 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 has the power to make, alter, amend or repeal the Bylaws of the Association at any regular or special meeting of the Board.

Section 12.02. By the Members. At any meeting of the Members (annual or special), Bylaws may be adopted, and all Bylaws are subject to amendment, alteration, or repeal by a majority of all Members entitled to vote.

Section 12.03. Acknowledgment of Priority of Declaration. The Declaration is superior to the Bylaws and any provisions of the Bylaws 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 (approved by the Board of Directors) which shall contain the corporate name of the Association, the year of its incorporation and the word "Virginia".

Section 13.02. Fiscal Year. The fiscal year of the Association begins on January 1 and ends on December 31.

Section 13.03. Offices. The Association shall establish a principal and a registered office.

Section 13.04. Dissolution. If the Association is dissolved, the assets shall 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.

These Bylaws were adopted by the Board of Directors effective January 1, 1992.