

# Bylaws

## Betz Landing Homeowners Association, Inc.

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**ARTICLE 1: IDENTITY**

These Bylaws shall apply to Betz Landing Homeowners Association, Inc., a Virginia non-stock corporation.

Section 1. Provisions of Declaration and Articles of Incorporation to Control. The provisions of these Bylaws are applicable to Betz Landing, (the "Development") and the terms and provisions hereof are expressly subject to those terms, provisions, conditions and authorizations contained in the Articles of Incorporation and the Declaration of

Covenants, Conditions and Restrictions (the “Declaration”) which have been recorded in the Clerk’s Office of the Circuit Court of Northumberland County, Virginia, with the provisions of the Articles of Incorporation and Declaration controlling wherever the same may be in conflict herewith.

Section 2. Office. The office of the Association shall be c/o Charles J. McKerns, P.O. Box 220, Heathsville, VA 22473, or such other place as the Board of directors shall designate from time to time.

### Section 3. Definitions.

1. **“Association”** shall mean and refer to Betz Landing Homeowners Association, and its’ successors and/or assigns.
2. **“The Properties”** shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
3. **“Common Properties”** shall mean and refer to those areas of land shown on any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties.
4. **“Lot”** shall mean and refer to any plot of land shown upon any recorded subdivision map of The Properties with the exception of Common Properties as heretofore defined.
5. **“Owner”** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon The Properties but, notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgage unless and until such mortgage has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.
6. **“Member”** shall mean and refer to those persons entitled to memberships as provided in the Declaration.

### Section 4. Powers of the Association.

Powers of the Association. The Association shall have, in addition to those powers listed in the Articles of Incorporation, all of the powers reasonably necessary to implement and effectuate the rules and objectives set forth in the Declaration, these Bylaws and all other documents pertaining to the Development, to the extent that such powers are not inconsistent with applicable Virginia law.

## **ARTICLES II. MEETING OF THE MEMBERS**

Section 1. Annual Meeting. Each regular annual meeting of the members shall be held on a date and time to be established and announced by the Board of Directors at least six (6) months in advance.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who, collectively, constitute at least one-fourth (1/4) of all of the votes of the membership.

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 person authorized to call the meeting, by mailing [or electronically transmitting] a copy of such notice, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Electronic Voting. The members of the Board of Directors, one of whom shall be the President, shall be allowed to take action electronically on issues that require immediate attention. A time limit of fourteen (14) days from the initial electronic notice will be allowed for the response of Board Members. If a quorum exists and the action is approved, the action may be instituted. Such actions must then be presented, the quorum and vote verified, and entered into the minutes at the next scheduled Board of Directors meeting. However, if feasible, the action may be open for discussion and may be rescinded by another quorum and vote. This short statement of action reverts to and is governed by the Virginia Property Owners' Association Act, Virginia Code 55-515.3 – Use of technology and any changes that are made in the future regarding that Act.

Section 5. Quorum. The presence at the meeting of the members entitled to vote, or of proxies entitled to vote, of one quarter of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the corporation at the address specified and by the deadline specified in the notice. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. Proxies may be filed in accordance with the provisions of Section 55-515.3 of the Code of Virginia, 1950, as amended.

Section 7. Order of Business. The order of business at all meetings of the Association shall be as follows:

1. Roll call and certifying of proxies.
2. Proof of notice of meeting.
3. Reading of minutes of preceding meeting.
4. Report of Board of Directors and Officers.
5. Reports of Committees, if any.
6. Election or appointment of inspectors of election (when so required)
7. Election of Directors.
8. Unfinished business.
9. New Business
10. Adjournment.

Section 8. Voting. Each Lot Owner shall have one vote. Where the ownership of a Lot is in more than one person or Corporation or other entity, the vote applicable to that Lot shall be cast by the one person named in a certificate signed by all of the Owners of the lot and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose. No Lot Owner may vote at any meeting of the Association or be elected to serve as an Officer of the Association if the Association has obtained a lien against this Lot and the amount necessary to release such lien has not been paid at the time of such meeting or election.

Section 9. Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting on record in a minute book all resolutions adopted and all transactions occurring at the meeting. The then current edition of **Robert's Rules of Order** shall govern the conduct of all meetings of the Association. All votes shall be tallied by inspectors appointed by the President or other Officer presiding at the meeting.

### **ARTICLE III. BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of a minimum of seven (7) Directors who need to be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect a minimum of seven (7) Directors. If seven Directors are elected, two (2) Directors shall serve for a one (1) year term, two (2) Directors shall serve a two (2) year term and three (3) Directors shall serve a three (3) year term, and at each annual meeting thereafter the members shall elect those Directors whose terms are expiring for a term of three (3) years. If more Directors are elected, the same process shall be used so that the Directors terms are staggered and after three (3) years, all directors shall be serving three (3) year terms.

Section 3. Removal. Any director may be removed from the Board, with cause, by a majority vote of the members of the Association after the provision to the said director of due notice and the opportunity to be heard. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. 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 5. 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.

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

Section 1. Nomination. The nomination process for election to the Board of Directors or Architectural Control Committee shall be coordinated by a nominating committee. Candidates for these positions will be obtained by direct solicitation of prospects by the committee or other Board of Directors members, as well as from individuals directly requesting to be included on the ballot. All candidates must be identified to the President of the Board of Directors prior to the mailing of the ballots. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two (2) more members of the Association. The nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee will ensure that the ballot contains at least enough candidates to fill the positions that will be vacated.

Section 2. Election. Election to the Board of Directors shall be by secret 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE V. MEETING OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, at such place and hour as may be fixed from time to time by resolution of the Board and announced to the membership of the Association. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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

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

Section 4. Waiver of Notice. Any Director may at any time in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the Board of Directors shall constitute a waiver of notice by him of the time, place and purpose of such meeting, unless such member attends for the specific purpose of challenging such notice. If all members are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 5. Conduct of Meetings. The President who shall be a director shall preside over all meetings of the Board of Directors and the Secretary, who need not be a Director, shall keep a minute book by the Board of Directors recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. The then current edition of **Robert's Rules of Order** shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Declaration of Covenants, Conditions and Restrictions.

**ARTICLE VI. LIABILITY OF BOARD OF DIRECTORS, OFFICERS, LOT OWNERS AND ASSOCIATION**

1. Members of the Board of Directors or Officers of the Association shall not be liable to the Association for any damages caused by negligence or otherwise except in the event that the damages incurred by the Association was caused by willful misconduct or a knowing violation of the criminal law. The Association shall indemnify and hold harmless such Officers and Directors to the fullest extent permitted under Section 13.1-876 of the Code of Virginia, 1950, as amended, in effect as of the date of the adoption of these by-laws. Unless otherwise specifically stated herein, Officers and Directors shall be considered as only acting as agents for the Association. To the extent Officers and Directors may be found liable as described herein, that liability shall be limited as set forth in Section 13.1-870.1(A) of the Code of Virginia, 1950, as amended.
  
2. Each Officer of the Association shall exercise his powers and duties in good faith and with a view to the interests of the Lot Owners. No contract or other transaction between the Association and any of its members, or between the Association and any corporation, firm or association (including the Developer) in which any of the members of the Association are members or officers or are pecuniarily or otherwise interested, will be either void or voidable because any such member is present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his vote is counted for such purpose, if any of the conditions specified in any of the following subparagraphs exists:
  1. The fact of the common membership or interest is disclosed or known to the majority of the Board of Directors or noted in the minutes, and the Board of Directors authorizes, approves or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; or
  2. The fact of the common membership or interest is disclosed or known to at least a majority of the lot Owners, and the Lot Owners approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or
  3. The contract or transaction is commercially reasonable to the Association at the time it is authorized, ratified, approved or executed.

Any common or interested members who are also a Director, Officer may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorized, approved or ratifies any contract or transaction, and may vote there at to authorize or disallow any contract or transaction with like force and effect as if such member were not such member or officer of the Association or not so interested.

## **ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have the power to:

1. Adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
2. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
3. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
4. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive scheduled meetings of the Board of Directors; and
5. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

1. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
2. Cause the Common properties to be maintained.

## **ARTICLE VIII. OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors; a Secretary, and 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 of Directors following each annual meeting of the members.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall 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 cause by a majority vote of the members of the Board, after affording said Officer due notice and the opportunity to be heard. Any officer may resign at any time 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 be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other officers except in the case of special offices created pursuant to Section 4 of this Article.

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

1. **PRESIDENT.** The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. The President shall be an ex officio member of all committees and shall be notified of the time and location of all committee meetings at the same time other committee members are notified.
2. **VICE-PRESIDENT.** The Vice-President shall act in the place and stand of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. The Vice-President shall be an ex officio member of all committees and shall be notified of the time and location of all committee meetings at the same time other committee members are notified.
3. **SECRETARY.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the Corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
4. **TREASURER.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep the financial records of the corporation; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE IX. COMMITTEES.**

Section 1. Architectural Control Committee. The Association shall select an Architectural Control Committee as required by the Declaration. The Committee shall be composed of three members who shall be elected by a majority vote of the members of the Association at a meeting of Lot Owners called for that purpose.

1. Term. At the Annual Meeting where this revision is accepted, three (3) persons shall be elected. One member shall be elected for one (1) year and one (1) member shall be elected for two (2) years and one member shall be elected for three (3) years. At each annual meeting thereafter, the Lot Owners shall elect or re-elect, a member for a term of three (3) years, to fill the vacancy created by the member whose term is expiring.
2. Chairman. After the election of a member each year, the members of the Architectural Control Committee shall elect one of their members to be the Chairman.
3. Vacancy. Should a vacancy occur, the President is authorized to name a person to serve for the unexpired term.
4. Conflict of Interest. Should a potential conflict of interest occur where a current member of the Architectural Control Committee would normally vote on a request from an adjoining or "across-the-road" property owner, the Chairman shall notify the President of the Association who will appoint a person to replace the person with the potential conflict for this one action.

Section 2. Nominating Committee. A Nominating Committee shall be appointed, as provided in Article IV of these Bylaws.

Section 3. Other Committees. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE X. BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member as provided by the provisions of Section 55-501, *et seq.*, of the Code of Virginia, 1950, as amended. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable costs.

**ARTICLE XI. ASSESSMENTS.**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which 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 thirty (30) days after the due date, a late payment assessment of \$15 is to be immediately assessed, in addition the assessment shall bear interest from the date of delinquency at the maximum rate allowed by laws of the State of Virginia, and the Association may bring any action permitted by law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Properties or abandonment of his Lot.

**ARTICLE XII. CORPORATE SEAL.**

The Association shall have a seal in circular form having within its circumference the words:

**BETZ LANDING HOMEOWNERS ASSOCIATION**

**ARTICLE XIII. AMENDMENTS.**

These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veteran's Administration shall have the right to veto amendments.

**ARTICLE XIV. MISCELLANEOUS**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of Incorporation.

**INITIAL VERSION ADOPTED OCTOBER 26, 1997**

**FIRST REVISION ADOPTED OCTOBER 11, 1998**

**SECOND REVISION ADOPTED OCTOBER 22, 2000**

Changed Article IX Section 1 to provide for annual election of members of the Architectural Control Committee to staggered terms.

**THIRD REVISION ADOPTED OCTOBER 21, 2001**

Changed Article II Section 1 to give the Board of Directors flexibility in establishing the date of the Annual Meeting.

**FOURTH REVISION ADOPTED OCTOBER 9, 2005**

Added Article IX Section 1 paragraph d to resolve potential conflict of interest in the Architectural Control Committee.

**FIFTH REVISION ADOPTED OCTOBER 23, 2010**

Added ARTICLE IV Section 1. paragraph added to eliminate the option to have a nomination from the floor during the Annual Meeting.

**SIXTH REVISION ADOPTED OCTOBER 13, 2012**

Added ARTICLE II Section 4. Paragraph added to allow the Board to vote electronically (E-Mail) on issues between the regular scheduled quarterly meeting.

**SEVENTH REVISION ADOPTED OCTOBER 13, 2014**

**Added Article VII Section 6**

Establish a 501(c) (3) Scholarship Fund and solicit monies separate from the Annual Dues in order to provide grants and scholarships to support needy graduates from Northumberland High School and for other charitable purposes. Any funds provided for this purpose shall be voluntary charitable contributions. This Fund will be managed and administered in accordance with these Bylaws and disbursement of funds shall be managed and administered by a Committee established by the Board of Directors under ARTICLE IX. COMMITTEES Section 3. Other Committees.

**EIGHTH REVISION ADOPTED OCTOBER 12, 2019**

**Removed Article VII Section 6** which incorporated the Betz Landing Homeowners Association Scholarship Fund into the BLHOA Bylaws.

Incorporated changes recommended by the BLHOA attorney of record which brought the Bylaws into compliance with current Virginia laws which govern Virginia Homeowners Associations.

Corrected minor typographical and editorial errors.