

**AMENDED BYLAWS OF
BETZ LANDING HOMEOWNERS
OWNERS ASSOCIATION**

TABLE OF SECTIONS

- 1.0 GENERAL EXPRESSION OF INTENT
- 2.0 DEFINITIONS
- 3.0 NAME OF THE ASSOCIATION AND RELATED INTELLECTUAL PROPERTY RIGHTS
- 4.0 POWERS AND DUTIES OF THE ASSOCIATION
- 5.0 MEMBERSHIP
- 6.0 MEMBERSHIP RIGHTS AND RESPONSIBILITIES
- 7.0 OBLIGATION OF MEMBERS TO PAY ASSESSMENTS
- 8.0 LIMITATION OF RIGHTS FOR MEMBERS NOT IN GOOD STANDING
- 9.0 SUSPENSION OF RIGHTS TO THE COMMON ELEMENTS; CHARGES, FINES AND FEES AGAINST MEMBERS
- 10.0 MEETINGS OF THE MEMBERS; RECORD DATE
- 11.0 VOTING RIGHTS OF MEMBERS.
- 12.0 PROXIES, ABSENTEE BALLOTS AND BALLOT SECRECY
- 13.0 ORDER OF BUSINESS AT ANNUAL MEETINGS
- 14.0 RULES OF PROCEDURE
- 15.0 BOARD OF DIRECTORS; ELECTION, TERM OF OFFICE, REMOVAL AND COMPENSATION
- 16.0 ASSOCIATION OFFICERS AND THEIR DUTIES
- 17.0 POWERS OF THE BOARD OF DIRECTORS
- 18.0 DUTIES OF THE BOARD OF DIRECTORS
- 19.0 CONDUCT OF DIRECTORS

- 20.0 LIABILITY AND INDEMNITY OF BOARD OF DIRECTORS AND OFFICERS
- 21.0 MEETINGS OF DIRECTORS
- 22.0 OPEN MEETING REQUIREMENTS; EXECUTIVE SESSIONS; CONFIDENTIALITY
- 23.0 NO BOARD ACTION WITHOUT MEETING; INTERIM AUTHORITY OF PRESIDENT
- 24.0 NOMINATION OF DIRECTORS AND ARCHTECTURAL CONTROL COMMITTEE
- 25.0 CHECKLIST FOR ANNUAL BUSINESS
- 26.0 ARCHITECTURAL CONTROL COMMITTEE.
- 27.0 OTHER COMMITTEES.
- 28.0 FISCAL YEAR
- 29.0 WEBSITE AND USE OF TECHNOLOGY
- 30.0 SEAL
- 31.0 REGISTERED OFFICE
- 32.0 AMENDMENT
- 33.0 SEVERABILTY, FORMAT AND INTERPRETATION

AMENDMENT HISTORY

Appendix A Table of relevant HOA Statutes

Appendix B Mandatory form of Proxy and Absentee Ballot

Appendix C *Modern Rules of Order*, Fifth Edition

BYLAWS OF THE ASSOCIATION

1.0 GENERAL EXPRESSION OF INTENT

These Bylaws are intended to provide for the corporate operation of Betz Landing Homeowners Association, and to define the rights and responsibilities of Members of the Association in a way that complies with Virginia law.

Nothing in these Bylaws shall contradict the Declaration nor shall they contradict any Virginia statute or regulation.

In applying these Bylaws, Directors shall bear in mind that restrictions on use of real estate in the Betz Landing Subdivision are generally governed by the Declaration and that powers of the Board of Directors regarding such property usage derives from the Declaration, Articles of Incorporation and from the Virginia Property Owner's Association Act, Virginia Code Section 55.1-1800, as amended.

Directors shall familiarize themselves with the Declaration, with these Bylaws and with Virginia statutory law and regulations, which as of the date of these Bylaws, are listed in Appendix A.

If Directors discern a conflict between governing documents and statutory or regulatory provisions, they are encouraged and specifically authorized to consult with counsel experienced in the area of common interests associations.

Directors are encouraged to identify specific authority in the Governing Documents and applicable Virginia law for any action they take on behalf of the Association.

2.0 DEFINITIONS

As used in these Bylaws, the following words and phrases shall have the following meanings indicated below:

"The Association" means Betz Landing Homeowners Association, its successors and/or assigns.

"Betz Landing" means that certain real property described in the Declaration and such additions that may hereafter been brought within the jurisdiction of the Association. Property subject to the Declaration is more particularly described in one or more plats

recorded in Plat Book 7, Page 53 of the Northumberland County Land records. Lots 1-108 and 110-136 are subject to the declaration.

“Common Properties” means those areas of land shown on any recorded subdivision plat of Betz Landing and intended to be devoted to the common use and enjoyment of the owners of Lots within that subdivision.

“Declaration” means the Declaration of Protective Covenants, Conditions of Betz Landing recorded in the Clerk’s Office of the Circuit Court of Northumberland County, Virginia, in Deed Book 382, Page 570 of the land records of Northumberland County, Virginia, as amended, including amendments recorded in Deed Book 388, Page 107.

“Lot” means any parcel of land subject to the Declaration, except for the Common Properties.

“Governing Documents” means the Declaration, the Association’s Articles of Incorporation, these Bylaws, as well as any rules adopted pursuant to Virginia Code Section 55.1-819, as amended.

“Member” means any person entitled to membership in the Association as provided for in the Declaration.

“Member in Good Standing” means any member whose rights have not been limited under Section 8.0 of these Bylaws.

“Member Not in Good Standing” means any Member whose rights have been limited under Section 8.0 of these Bylaws.

“Owner” means the record fee owner or owners of any Lot situated upon The Properties. Trustees under a deed of trust are not “owners” within this definition.

“Proxy and Absentee Ballot” shall mean that specific written form attached as Bylaw Appendix B, which shall be used as the sole proxy form and absentee ballot form in lieu of in person voting at meetings of the Association. This term is distinct from and shall not be confused with the term “ordinary ballot,” which connotes any written ballot form used for in person voting.

3.0 NAME OF THE ASSOCIATION AND RELATED INTELLECTUAL PROPERTY RIGHTS

In accordance with the Articles of Incorporation, the name of the Association is “Betz Landing Homeowners Association.”

The Association claims a proprietary interest in the name of the Association and in the term “Betz Landing” and “Betz Landing Homeowners Association.”

4.0 POWERS AND DUTIES OF THE ASSOCIATION

Betz Landing Homeowners Association is designated as the “property owners association” for Betz Landing for purposes of Virginia Code Section 55.1-1800, *et seq.*, as amended.

The Association shall have the powers specified in the Articles of Incorporation, those powers granted by the Virginia Property Owners Association Act [Va Code Sections 55.1-1800, *et seq.*, as amended], and all powers express or implied in the Declaration necessary for the efficient operation of a property owners association.

The Association shall also have all general powers and rights of nonstock corporations specified in Virginia Code Sections 13.1-826 through 13.1-828, all as amended.

5.0 MEMBERSHIP

As specified in the Declaration, any person with an ownership interest in any Lot at Betz Landing is a Member of the Association, except for Trustees under a Deed of Trust securing payment of a Deed of Trust note or any similar mortgage document.

6.0 MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Members in Good Standing shall have the rights specified in the Virginia Property Owners Association Act, including but not limited to Virginia Code Section 55.1-1807, as amended.

Notwithstanding the right of members to communicate with directors and other members no such communication shall state or in anyway imply that it has been authorized by the Association or the Board of Directors. Any otherwise communication originating from a source other than the Board of Directors shall use the words “Betz Landing” or “Homeowners Association” or “Property Owners Association” in its originator/sender identification without a legible disclaimer at the beginning of the communication stating in capital: “THIS COMMUNICATION IS NOT AUTHORIZED BY BETZ LANDING HOMEOWNERS ASSOCIATION OR ITS BOARD OF DIRECTORS.”

Any response to a member request for association records is subject to Virginia Code Section 55.1-1815. In accordance with Virginia Code Section 55.1-1815(C)(9), email addresses and telephone numbers of members are designated as personal information exempt from disclosure. Similarly, only mailing addresses designated by members for purposes of receiving notices from and correspondence with the association shall be disclosed. Any other address for a member is designated as personal information.

Members in Good Standing shall have the right to vote for Directors of the Association, for members of the Architectural Control Committee specified in the Declaration, for special assessments as specified in the Declaration, and for amendment of the Declaration. All other corporate powers are reserved to Board of Directors.

Members shall have the responsibilities specified in the Declaration and imposed by the Virginia Property Owners Association Act. Owners are also responsible for obeying these Bylaws, and any rules passed by the Association.

Members are responsible for notifying the Secretary of the Association of their current address, telephone number and email address, and of any change in ownership of their Lot. Ownership changes shall be reported to the Secretary of the Association within seven days of any change.

The Secretary and the Association may rely upon the most recent information received from any Member.

7.0 OBLIGATION OF MEMBERS TO PAY 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 days after the due date, a late payment assessment of \$25.00 is to be immediately added to and becomes part of the assessment. In addition, the assessment shall bear interest from the date of delinquency at rate of ten percent per annum or the legal rate of interest prescribed by Virginia Code Section 6.1-330.53, as amended, whichever rate is higher at the time of the first delinquency.

Similarly, any charge, fine or fee imposed under authority of the Governing Documents, or the Virginia Property Owners Association Act shall become a lien against an Owners Lot if not paid when due and shall bear interest at the rate stated in this section until such charge, fine or fee is paid.

The Association may bring any action permitted by law against a Lot Owner obligated to pay amounts due under the Governing Documents and to foreclose the lien against the property, together with 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, charges, fines and fees provided for under the Governing Documents by non-use of the Common Properties or abandonment of such Owner's Lot.

8.o LIMITATION OF RIGHTS FOR MEMBERS NOT IN GOOD STANDING

No Member of the Association may exercise any of the rights enumerated in the Declaration, in these Bylaws, or in Virginia Code Section 55.1-1807, as amended unless they are a Member in Good Standing.

Among other things, Members who are Not Members in Good Standing shall not receive notices of meetings, or proxy or absentee ballots, and shall not be entitled to vote at Association meetings. Members Not in Good Standing are not entitled to be elected as a Director or an Officer. Section 15.o of these Bylaws addresses issues related to non-payment of obligations to the Association that occur after a Director or Officer is elected.

A Member is not a Member in Good Standing if any regular or special assessment against his or her Lot, and any and all late charges and accrued interest on such assessment or assessments remain unpaid for a period of sixty days after issuance. No formal process is required to suspend rights for non-payment of assessments and related charges. A Member shall be a Member in Good Standing automatically upon payment of all assessments, late charges and accrued interest in collected funds.

A Member's rights to use facilities or services may also be suspended in accordance with Section 9.o of these Bylaws.

9.o SUSPENSION OF RIGHTS TO THE COMMON ELEMENTS; CHARGES, FINES AND FEES AGAINST MEMBERS

The Association may suspend a Member's right to use facilities or services, including utility services, provided directly through the association for nonpayment of assessments that are more than sixty days past due, to the extent that access to the lot through the common areas is not precluded and provided that such suspension shall not endanger the health, safety, or property of any owner, tenant, or occupant.

The Association may also assess financial charges against any Member for any violation of the declaration or rules and regulations for which the Member or his family members, tenants, guests, or other invitees are responsible.

Before any action authorized in this section is taken, the Member shall be given a reasonable opportunity to correct the alleged violation after written notice of the alleged violation to the Member at the address required for notices of meetings pursuant to § 55.1-1815(G). If the violation remains uncorrected, the Member shall be given an opportunity to

be heard and to be represented by counsel before the Board of Directors or other tribunal specified in the documents.

Notice of a hearing, including the actions that may be taken by the association in accordance with this section, shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Member at the address of record with the association at least 14 days prior to the hearing. Within seven days of the hearing, the hearing result shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Member at the address of record with the association.

The amount of any charges so assessed shall not be limited to the expense or damage to the association caused by the violation but shall not exceed \$50 for a single offense or \$10 per day for any offense of a continuing nature and shall be treated as an assessment against the Member's lot for the purposes of the Declaration and Virginia Code Section 55.1-1833. However, the total charges for any offense of a continuing nature shall not be assessed for a period exceeding ninety days.

It is the intent of Section 9.0 of the Bylaws to comply with requirements of Virginia Code Section 55.1-1819, as amended. Without further action by the Association, this Section shall be automatically amended to comply with any legislative changes to that Code Section.

10.0 MEETINGS OF THE MEMBERS; QUORUM; RECORD DATE

The Association shall conduct a meeting of the membership annually on a date and time in the month of October to be determined by the Board of Directors at least ninety days prior to any such meeting.

Special meetings of the Members may be called by the President or by the Board of Directors, or upon written request of the Members who, collectively, constitute at least one-fourth of all of the votes of the then current Members in Good Standing.

Written notice of each meeting of the Members shall be given by the Secretary at least fifteen days before such meeting to each member entitled to vote at any such meeting, in accordance with these Bylaws. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Notices may be sent by email to Members who have provided the Association with an email address. This section 10.0 of the Bylaws applies only to meetings of the Members. It does not apply to meetings of the Board of Directors.

For purposes of Virginia Code Section 13.1-844, as amended, the record date for any annual or special meeting of the Members shall be thirty days prior to any such meeting. Meeting materials, proxies and absentee ballots shall be mailed or transmitted by email to all Members in Good Standing as of such date. Nevertheless, any Member Not in Good

Standing as of the record date may vote at a meeting provided that assessment arrearages are paid and demonstrated to the satisfaction of the Secretary prior to the convening of such a meeting. Additionally, in the event that a Lot is sold between the record date and the meeting at which a Member is entitled to vote, the new Owner of such Lot shall be entitled to vote as a Member upon producing evidence of such ownership satisfactory to the Secretary prior to the convening of any such meeting.

Notices shall be mailed or electronically transmitted via email to the address last appearing on the books of the Association for each such Member.

At any Annual or Special meeting of the Members, the presence of persons entitled to vote, or of persons with proxies entitled to vote, constituting one quarter of all Members entitled to vote shall constitute a quorum for such meeting.

In the event a quorum is not present at any meeting, the meeting shall be automatically recessed for a period to be specified by the President not less than 14 days later. When such a meeting is reconvened, the quorum requirement shall be reduced to fifteen percent of Members entitled to vote, who are present in person or by Proxy.

The President of the Association shall preside over all meetings of the membership. If the President is unavailable or is unwilling to serve, the presiding Officer shall be the Vice President of the Association.

The Association Secretary shall keep the minutes of the meeting, which shall then be approved at the next regular meeting of the Association's Board of Directors. Members shall have the right to amend any such minutes at the next annual meeting by majority vote.

All votes at any meeting of the Members shall be tallied by inspectors appointed by the President or other Officer presiding at the meeting.

11.0 VOTING RIGHTS OF MEMBERS.

Voting on all matters on which Members are entitled to vote shall be allocated by Lot, each such Lot having one vote, regardless of the number of Members who may own such Lot. Where the ownership of a Lot is vested in more than one person or entity, the vote allowable for such Lot shall be cast in a manner to be determined privately by all such Lot Owners.

If any such vote cannot be determined by the Owners of any such Lot and such disagreement is reported to the Association Secretary by any Owner of such Lot prior to the commencement of any annual or special meeting where the vote is to be cast, no vote on behalf of such Lot shall be allowed. The Association has no obligation to resolve voting differences between Owners of a Lot. No fractional voting shall be allowed and the presence of Owners representing such lot shall not be counted toward establishing a quorum.

The Association shall have no liability for accepting a ballot exercising voting rights for any Lot.

Only Members in Good Standing, as specified elsewhere in these Bylaws, shall have the right to vote on behalf of a Lot.

12.0 PROXIES, ABSENTEE BALLOTS, AND BALLOT SECRECY

In accordance with the Virginia Property Owners Association Act, proxy and absentee voting are expressly prohibited except as follows.

- A. Members may use a “Proxy and Absentee Ballot” in the form attached as Appendix B for purposes of establishing a quorum and voting for candidates for Director and Architectural Control Committee, or any other matter listed on the agenda adopted by Directors for the annual meeting or any special meeting of the Association. It shall be the responsibility of the Board of Directors to revise the ballot and proxy form prior to any meeting at which it is to be used to conform to all items to be voted on at any such meeting. Voting choices shall be the same on ordinary ballots as they are on Absentee Ballots.
- B. Proxy and Absentee Ballot forms shall be sent to Members of the Association at least thirty days before any meeting at which they are to be used, together with other meeting materials, which must include an agenda for such meeting.
- C. No form of proxy or absentee ballot on a form other than one prescribed in Appendix B as modified by the Board for a specific meeting shall be permitted.
- D. No proxy or absentee voting form prepared by any person other than the Board of Directors shall be accepted.
- E. Properly executed Proxy and Absentee Ballot forms must be received by the Secretary prior to the commencement of any meeting at which they are to be used.

To the extent practicable, voting for Directors shall be by secret ballot. Nevertheless, Members submitting a Proxy and Absentee Ballot acknowledge that their names must be associated with specific voting instructions. Such Proxies and Absentee Ballots shall be preserved by election officials as specified in these Bylaws and shall not be publicly disclosed.

Ordinary ballots, Proxies and Absentee Ballots are specifically exempt from record requests as personal information of a member.

Election Officers appointed by the President must place all ordinary ballots, Proxies and Absentee Ballots in a sealed envelope that shall be retained by the Secretary of the Association for a period of twelve months following any election at which they are used.

No other voting by Members during a regular or special meeting of the association shall be by secret ballot, unless directed by the presiding Officer of the meeting.

The Association has determined that it lacks the resources and capability to assure accuracy and security of electronic voting, Accordingly, all voting shall be in person, or by proxy and absentee ballot as provided in these Bylaws.

13.0 ORDER OF BUSINESS AT ANNUAL MEETINGS

The order of business at all annual meetings of the Association shall be substantially as follows:

- A. Roll call and certification of proxies.
- B. Proof of notice of meeting.
- C. Appointment of inspectors of elections.
- D. Collection of ballots and proxies.
- E. Report of minutes of preceding meeting and vote on any necessary changes.
- F. Report of Board of Directors and Officers.
- G. Reports of committees, if any.
- H. Report of elections and voting.
- I. Unfinished business.
- J. New Business
- K. Owner Comment Period
- L. Adjournment.

14.0 RULES OF PROCEDURE

Meetings of the Association and meetings of Directors shall be conducted in conformity with the procedural rules attached as Appendix C. These rules are those contained in *The Modern Rules of Order* (5th edition) published by the American Bar Association and recommended for use by business associations. This Bylaw 14.0 is not automatically amended by subsequent editions of that publication.

In administering these rules, the presiding officer at any meeting to which the Rules are applicable shall ordinarily follow Guides 1 through 13 and the “Chart of Guidance for Motions Practice” appearing as the final page of Appendix C.

Introductory material at the beginning of the 5th Edition of *The Modern Rules of Order*, and commentary on the rules and related guidance material appearing at pages 13-57 of the 5th Edition of *The Modern Rules of Order* are helpful in determining the conduct of Association business but are not mandatory under this Bylaw 14.0. The Association is encouraged but not required to obtain a complete copy of this edition of the *Modern Rules of Order* and to retain it for guidance.

It is the express intent of this provision to supply a simple and common-sense procedural method for conducting business appropriate to a business association. Procedural rules may not be used in a way that contradicts the Declaration, the Bylaws or Virginia law, or impairs rights of Association Members secured by those authorities.

The Association shall avoid any attempted use of procedural rules which has the effect of disrupting rather than promoting the orderly conduct of meetings.

15.0 BOARD OF DIRECTORS; ELECTION, TERM OF OFFICE, REMOVAL AND COMPENSATION

In accordance with Virginia Code Section 13.1-853, as amended, all corporate powers of the Association shall be exercised by The Board of Directors, and the business and affairs of the corporation managed under the direction of a Board of Directors, subject to any limitation or authorization set forth in the articles of incorporation or these Bylaws, such as those powers reserved to Members.

The Board of Directors shall consist of nine Directors, who shall all be Members of the Association.

Each Director shall serve a term of three years commencing on December 1 immediately following the annual meeting at which he or she is elected.

No person shall be elected or appointed to fill a vacancy as a Director unless he or she is a Member in Good Standing of the Association.

No person shall be elected or appointed to serve as a Director if any member of his or her immediate family or any person who is a Betz Landing tenant of such person is then serving as a Director. As used in this section, "immediate family" means a Member's spouse and children (including step children) and any other person related to the Member by blood or legal relationship (e.g. in-law, adopted person, etc.) who is then residing with the Member.

Directors shall be elected by Members in such a fashion that their terms are staggered, employing the terms of Directors in effect at the time of this Bylaw amendment, such that three Directors are elected each year.

There shall be no cumulative voting. Candidates receiving the highest number of votes shall be elected to fill open positions as directors in the order of highest vote totals until all open positions are filled. In the event of a tie, Members shall continue to vote until a winner is determined. Proxies may be employed for such re-balloting.

Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a regular meeting or a special meeting called for that purpose. Additionally, Directors violating confidentiality provisions of Section 19.0 or 22.0 may be removed by a sixty percent vote of other Directors, with or without formal notice to the Director who has violated confidentiality provisions.

In the event a Director ceases to be a Member of the Association, he or she shall be immediately disqualified from serving as a Director and, without formal action by the Association, he or she shall automatically cease to be a Director.

No Director shall be more than sixty days delinquent in the payment of any regular or special assessment of the Association or in the payment of any fines or financial charges imposed by the Association. In the event such assessment, fine or charge is not paid within sixty days of the date on which it is due, that Director's term shall end without formal action of the Association.

In the event any Director resigns, dies, is removed, or whose term ends by operation of these Bylaws, a majority of the remaining Directors may, but are not required, to appoint a person to complete the unexpired term of such a Director.

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

16.0 ASSOCIATION OFFICERS AND THEIR DUTIES

The Officers of this Association shall be a President and Vice-President, each of whom shall at all times be Directors of the Association; a Secretary, and a Treasurer, and such other Officers as the Board may from time to time by resolution create. The Secretary and Treasurer need not be Directors of the Association.

Officers shall be elected annually by Directors at the first meeting of the Board of Directors held on or after December 1 following the election of new Directors in October of each year. Each Officer shall hold office for one year unless he or she resigns, is removed, or is otherwise disqualified to serve.

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.

Any Officer may be removed from office with cause by a majority vote of Directors after affording said Officer due notice and the opportunity to be heard, which in no event shall be less than seven days. 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 such resignation effective.

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 or she replaces.

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 these Bylaws.

The duties of the Officers shall be as follows:

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. He or she shall also serve as the presiding Officer at all meetings of the membership.

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. He or she shall also serve as the presiding Officer at any meeting of the membership if the President is unavailable or unwilling to serve in that capacity.

SECRETARY. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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, email addresses and telephone numbers, and shall perform such other duties as required by the Board.

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.

17.0 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have any and all powers necessary to conduct the corporate affairs of the Association and to carry into effect the powers of the Association stated in the Articles of Incorporation and in these Bylaws, except those expressly reserved to Members.

These powers include but are not limited to the following:

- A. Powers granted by the Governing Documents, the Virginia Property Owners Association Act and the Virginia Nonstock Corporation Act;
- B. Adoption of 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.

- C. Suspension of a Member's rights to use facilities or services provided directly through the association for nonpayment of assessments that are more than 60 days past due, except that such suspension must be in accordance with Virginia Code Section 55.1-1819, as amended. For purposes of that code section, this provision of the Bylaws shall be regarded as a rule adopted pursuant to the Declaration.
- D. Assessment of charges or fines against a Member for any violation of the declaration or rules and regulations for which the Member or his family members, tenants, guests, or other invitees are responsible., except that such suspension must be in accordance with Virginia Code Section 55.1-1819, as amended. For purposes of that code section, this provision of the Bylaws shall be regarded as a rule adopted pursuant to the Declaration.
- E. Declaring the office of a Director or Officer vacant in the event such Director or Officer shall be absent from three (3) consecutive scheduled meetings of the Board of Directors and removing a Director for violation of confidentiality provisions of Section 19.0 of these Bylaws;
- F. Employment of a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- G. Employment of legal counsel, in which case the client shall be the Association's Board of Directors;
- H. Entering into contracts on behalf of the Association; and
- I. Exercising on behalf of 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;
- J. The Board of Directors shall have the exclusive right to communicate with Members on behalf of the Association.
- K. Exercising such other powers that are necessary for the efficient operation of a Virginia common interest association.

18.0 DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to:

- A. Comply with all provisions of the Declaration, the Articles of Incorporation, these Bylaws and all state and federal statutes and regulations pertaining to the operation of a Virginia common interest association;
- B. Exercise its powers in accordance with the Virginia Business Judgment Rule;
- C. Exercise its responsibilities with faithfulness to the interests of all Members of the Association;
- D. Use reasonable judgment to preserve and to protect commonly owned property of the Association.
- E. Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- F. Maintain the Common Properties.
- G. Perform all other duties necessary and reasonable for the operation of the corporation.

19.0 CONDUCT OF DIRECTORS

Directors shall conduct themselves and discharge their responsibilities in a manner that is in the best interest of the Association. In general, the conduct of Directors shall be in accordance with requirements of Virginia Code Section 13.1-870, as amended.

Directors shall preserve all discussions and business conducted during executive sessions of the Board of Directors held in accordance with Virginia Code Section 55.1-1816 (C), as amended, and shall not disclose such discussions or business to any person who at the time is not a duly elected Director.

Directors shall also preserve confidential communications from counsel concerning legal matters.

In general, Directors are bound by conflict-of-interest principles enumerated in Virginia Code Section 13.1-871, as amended. Additionally, Directors may not vote on any matter in which they have a personal interest, whether financial or otherwise, that is different from the general interest of Members of the Association.

20.0 LIABILITY AND INDEMNITY OF BOARD OF DIRECTORS AND OFFICERS

Directors and Officers of the Association shall not be liable to the Association or to Members for any damages unless such damages are caused by a Director's willful misconduct or knowing violation of criminal law.

The Association shall be required to indemnify and hold harmless such Officers and Directors to the fullest extent permitted under Virginia Code Section 13.1-876, as amended. Unless acting in violation of Governing Documents, Directors shall be presumptively regarded as only acting as agents for the Association and not for themselves.

The liability of Officers and Directors shall also be limited as set forth in Virginia Section 13.1-870.1, as amended, and by Virginia Code Section 13.1-870.2, as amended. In the event of a conflict between these Bylaws and Virginia statutory provisions, Directors and Officers shall be given the broadest possible protection from personal liability.

21.0 MEETINGS OF DIRECTORS

Regular meetings of the Board of Directors shall be held quarterly, at such place and time as may be fixed from time to time by resolution of the Board. Meetings shall not be held on any legal holiday designated by Virginia Code Section 2.2-3300, as amended. No specific dates for quarterly meetings are specified by these Bylaws but the Board of Directors must conduct a meeting in December of each year following the annual Members' meeting.

In accordance with Virginia Code Section 55.1-1816, notice of board meetings shall be provided to Members as follows:

- A. An annual schedule of meetings may be determined by the Board of Directors and published on the Association's website at least 30 days prior to the first scheduled meeting. No further notice of such meetings shall be required.
- B. Regular meetings of the Board of Directors that are not scheduled and publicized in accordance with the foregoing Section A, shall be published on the Association website at least fourteen days in advance of any such meeting. No further notice of such meetings shall be required.

The Board also may conduct Special or Emergency meetings in accordance with the following Bylaw provisions.

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three days' written, verbal or electronic notice to each Director. Any such meeting shall be simultaneously publicized by an announcement on the Association website. No other notice shall be required.

Nevertheless, in the case of special meetings called with less than seven days' notice, the Secretary shall exercise best efforts to notify Members of such a meeting via email addressed to any Member who has provided an email address to the Association as soon as practicable after the meeting is called. Emergency meetings are not Special meetings.

Emergency meetings of the Board of Directors may be called by the President to consider matters of great urgency involving the protection or preservation of Association property. No time requirements apply to when such emergency meetings may be held but notice, reasonable under the circumstances, of any such meeting, shall be given to Directors as soon as practicable prior to such meeting and simultaneously to Members who have provided an email address.

The Secretary shall exercise best efforts to provide Directors with an agenda and documents to be considered at meetings seven days prior to any regular or special meeting, and such material shall be posted on the Association website as soon as the material is provided to Directors. There is no such requirement for emergency meetings.

Directors may amend the agenda by majority vote and may consider matters not included in an agenda and meeting package.

The Association has determined that publication of meeting information on the Association website and direct email communication with Members are means reasonably calculated to be available to a majority of Members, for purposes of Virginia Code Section 55.1-1816, as amended.

The Secretary shall keep minutes of all meetings of Directors, recording therein all resolutions adopted by the Board of Directors and shall a record of all transactions and proceedings occurring at such meetings.

There shall be no proxy or absentee voting by Directors. Voting agreements between or among Directors are prohibited even though otherwise permitted under Virginia Code Section 13.1-852.1, as amended. Electronic voting is prohibited except that Directors may participate in any meeting and cast votes by telephone or video conferencing.

22.0 OPEN MEETING REQUIREMENTS; EXECUTIVE SESSIONS AND CONFIDENTIALITY

All meetings of Directors shall be held in strict accordance with Virginia Code Section 55.1-1816, as amended. Among other things, Members shall be provided with a reasonable opportunity to comment on Association business at such meetings without disrupting or interfering with such meeting.

Consistent with Virginia Code Section 55.1-181 (C), as amended, Directors may convene in executive session in order to:

- A. Consult with legal counsel;
- B. Discuss and consider contracts, pending or probable litigation, and matters involving violations of the declaration or rules and regulations adopted pursuant to such declaration for which a member or his family members, tenants, guests, or other invitees are responsible; or
- C. Discuss and consider the personal liability of Members to the association.

Any such executive session shall be initiated by the affirmative vote of Directors in an open meeting to assemble in executive session. The motion shall state specifically the purpose for the executive session. Reference to the motion and the stated purpose for the executive session shall be included in the minutes.

The Board of Directors shall restrict the consideration of matters during executive session to only those purposes specifically stated in the motion.

No contract, motion, or other action adopted, passed, or agreed to in executive session shall become effective unless the Board of Directors or subcommittee or other committee of the Board of Directors, following the executive session, reconvenes in open meeting and affirmatively votes on such contract, motion, or other action, which shall have its substance reasonably identified in the open meeting without revealing the confidential nature of discussions occurring in executive session.

The Secretary shall keep confidential minutes of any executive session, but such minutes shall not be provided to the Members or produced in response to any record request.

Except as specified above with respect to required open meeting affirmation of actions taken in executive session, all business conducted in executive session is confidential and shall not be disclosed by Directors to any person not then a Director. Violation of

executive session confidentiality as provided in this section is grounds for removal of a Director in accordance with Section 15.0 of these Bylaws.

23.0 NO BOARD ACTION WITHOUT MEETING; INTERIM AUTHORITY OF PRESIDENT

Notwithstanding Virginia Code Section 13.1-841, the Board of Directors shall not be permitted to take corporate action except at a meeting that complies with the requirements of the Virginia Property Owners Association Act, specifically, the open meeting requirements of Virginia Code Section 55.1-1816, as amended.

In the case of an emergency decision necessary to protect the financial or property interests of the association that for reasons of practicality cannot be delayed until the next regular meeting of Directors, the President is authorized to make an interim decision on behalf of the Association following consultation with at least two other Directors, whose advice the President shall consider but is not bound to follow.

Except as provided below, any such decision is effective only until the next regular meeting of the Board of Directors or a special meeting called to address such a decision. Directors shall affirm or reverse any such interim decision at the first meeting following such decision.

Notwithstanding the foregoing provision, the President, with the consent of the Treasurer, may authorize payment of up to \$2,500.00 in Association money in order to protect the financial or property interests of the association if, for reasons of practicality, such a decision cannot be delayed until the next regular meeting of Directors. Such action may not be reversed by the Board of Directors.

24.0 NOMINATION OF DIRECTORS AND ARCHTECTURAL CONTROL COMMITTEE

The nomination process for election to the Board of Directors and Architectural Control Committee ("ACC") shall be coordinated by a Nominating Committee. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two additional Members of the Association.

The Nominating Committee shall be appointed by the Board of Directors at each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. Such appointment shall be announced at each annual meeting.

Candidates for Director and ACC member will be determined by direct solicitation of potential candidates by the committee or other Directors, as well as from individuals directly requesting to be included on the ballot. No Member requesting to be nominated who is otherwise qualified shall be excluded from the ballot. If a member of the Nominating Committee is nominated for office, that person shall play no role in compiling and publicizing candidate biographies or ballot preparation except for preparation of his or her own biography.

All candidates must be identified to the President and the Board of Directors by the Nominating Committee in sufficient time to permit the inclusion of all candidates on proxies and absentee ballots for the meeting at which Members will vote.

The Nominating Committee will ensure that the ballot contains at least enough candidates to fill the positions that will be vacated. The Nominating Committee shall take steps to encourage participation by Members of the Association who have not held elective office.

In order to preserve the ability of Members to vote by proxy or absentee ballot, there shall be no nominations from the floor of the annual meeting or write-in ballots.

25.0 CHECKLIST FOR ANNUAL BUSINESS

Among its other responsibilities the Board of Directors shall utilize the following checklist on an annual basis in order to address needs of the Association and the proper conduct of Association business:

- A. Authorization and reappointment of committees appointed by the Board of Directors.
- B. Update banking resolutions and signature cards if your election adds or deletes signatories.
- C. Renewal of DPOR common interest association license and filing of the annual report required by Virginia Code Section 55.1-1835, as amended.
- D. Completion and filing of annual report to the State Corporation Commission. The list of Directors and Officers must be current, and the name and address of the registered agent must be correct.
- E. Completion and filing of federal and state taxes.

- F. Preparation of annual budget and assessments.
- G. Preparation and any required update of a reserve study at least every five years that complies with all provisions of Virginia Code Section 55.1-1826, as amended.
- H. In connection with preparation of the budget, annual review of reserve study and determination of whether to fund an increase to the reserve fund by assessment or balance transfer.
- I. Mailing of a final budget and assessment notices to Members before the beginning of the fiscal year, preferably along with notice of the annual meeting of Members. The budget shall in any event be presented to Members at the annual meeting.
- J. Finalizing and announcing a date for the annual meeting at least three months prior to that meeting.
- K. Appointment of a Nominating Committee.
- L. Updating the Appendix C proxy and absentee ballot form to reflect matters to be voted on by Members at any annual or special meeting.
- M. Review and update, as necessary of the resale disclosure package required by Virginia Code Sections 55.1-1808, et seq., as amended and the means of responding to requests for such packages in a manner that complies with the statute and related DPOR regulations. Disclosure packages must be accompanied by the form required by Virginia Code Section 54.1-2350, as amended.
- N. Establishment and enforcement of a complaint procedure that complies with Virginia Code Section 54.1-2354.4, as amended and Administrative Regulation 18 VAC 48-70-50, as amended.
- O. Review of insurance coverages in advance of renewal dates to allow for solicitation of new quotes and rate shopping, if necessary. Coverages must include either a bond or “employee/member dishonesty coverage” as required by Virginia Code Section 55.1-1827, as amended.

- P. In approximately May of each year, review of changes to Virginia property association laws that will become effective on July 1st.

26.0 ARCHITECTURAL CONTROL COMMITTEE.

As provided by Article II of the Declaration, there shall be an Architectural Control Committee responsible for exercising the powers and responsibilities provided for in the Declaration. The Committee shall specifically have the powers to promote a uniform plan of development and its discharge of those duties consistent with the Declaration shall not be regarded as a “corporate power” or the “business and affairs of the corporation” for purposes of Virginia Code Section 13.1-853, as amended.

The Architectural Control Committee shall be elected by the Members as required by the Declaration. The Committee shall be composed of three Members of the Association, each of whom shall serve a three-year term, staggered in a manner consistent with existing practice of the Association, such that one term will expire every three years.

No person may be an ACC member if any member of his or her immediate family or any person who is a Betz Landing tenant of such person is then serving as an ACC member. As used in this section, “immediate family” means a person’s spouse and children. As used in this section, “immediate family” means a Member’s spouse and children (including step children) and any other person related to the Member by blood or legal relationship (e.g. in-law, adopted person, etc.) who is then residing with the Member.

Members of the Architectural Control Committee shall annually elect one of their members to be the Chairman.

Should a vacancy on the Architectural Control Committee occur, the President of the Association is authorized to name a person to serve for the unexpired term until the next annual meeting of the Members or until a special meeting is called for such purpose.

No member of the Architectural Control Committee shall vote on matters involving Lots adjacent to or across the street from any Lot which they own or have contracted to purchase. In the event that a committee member be disqualified under this provision, the Chairman shall notify the President of the Association who will appoint a person to replace the disqualified committee member or members for purpose of voting on the matter that has resulted in such disqualification.

Virginia Code Section 55.1-1816, as amended, shall apply to the conduct of meetings of the Architectural Control Committee, including, without limitation, requirements of notice, comment by Association Members, and all open meeting provisions. Except for

purposes of consulting with counsel for legal advice, the Architectural Control Committee shall not meet in executive session.

27.0 OTHER COMMITTEES.

The Board of Directors may appoint such other committees as it deems appropriate to carry out the business of the association, but all such committees shall operate under the control and direction of the Directors and shall not have, assume or be delegated any powers except to make recommendations to the Board of Directors. Specifically, and without limitation, they shall not have the power to take any action against a Member, to contract on behalf of the Association, or to adopt rules on behalf of the Association.

Any such committee shall be appointed for a period of one year commencing with the first meeting of Directors following the annual meeting. It shall be the responsibility of Directors at such a meeting to review the desirability committees, to reauthorize such committees within their discretion and to appoint members to any such committee.

All meetings of committees appointed by the Board of Directors shall conduct meetings in accordance with requirements of Virginia Code Section 55.1-1816, as amended, including, without limitation, requirements of notice, comment by Association Members, and all open meeting provisions. Except for purposes of consulting with counsel for legal advice, no such committee shall meet in executive session.

28.0 FISCAL YEAR

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 began on the date of Incorporation.

Votes to approve amendments shall be based upon the written proposal publicized to Members and none other. Proposed amendments may not be themselves amended at the meeting where they are to be voted upon.

29.0 WEBSITE AND USE OF TECHNOLOGY

The Board of Directors shall establish and maintain an internet-based website for the Association that is accessible to all Members. The website shall be used to advise Members of Association business and to provide all notices required by Governing Documents or by Virginia statute, except for notices of annual or special meetings of the Association, as provided in these Bylaws.

In general, the Association shall make maximum use of technology in accordance with Virginia Code Section 55.1-1832, as amended, except that there shall be no electronic voting, as specified in subsection (D) of that code section.

30.0 SEAL

Directors may but are not required to adopt a corporate seal. If adopted, such seal shall be maintained and used only by the Secretary for appropriate corporate purposes.

31.0 REGISTERED OFFICE

The registered office of the corporation shall be designated by Directors from time to time without the need to amend these Bylaws.

32.0 AMENDMENT

These Bylaws may be amended by a majority vote of Members acting at a regular or specially called meeting.

In order to preserve the ability of Members to vote by proxy and absentee ballot, any proposed amendment shall be in writing and publicized to Members of the Association with the Notice of the meeting at which Members are asked to approve such amendment.

33.0 SEVERABILITY, FORMAT AND INTERPRETATION

If a Court determines that any provision of these Bylaws is unenforceable in whole or in part, all other Bylaws and portions of Bylaws shall remain in effect and shall not be invalidated by such a determination.

Headings, the Table of Sections, and Amendment History of these Bylaws are for reading convenience only and shall have no specific legal meaning.

Any required interpretation of these Bylaws shall be governed by the intent and requirements of the Virginia Property Owners Association Act, but it shall not contradict the Governing Documents or other substantive Virginia law.

AMENDMENT HISTORY

INITIAL VERSION ADOPTED OCTOBER 26, 1997

FIRST REVISION ADOPTED OCTOBER 11, 1998

SECOND REVISION ADOPTED OCTOBER 22, 2000

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

FIFTH REVISION ADOPTED OCTOBER 23, 2010

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

SIXTH REVISION ADOPTED OCTOBER 13, 2012

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

SEVENTH REVISION ADOPTED OCTOBER 13, 2014

Added former 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 former ARTICLE IX. COMMITTEES Section 3. Other Committees.

EIGHTH REVISION ADOPTED OCTOBER 12, 2019

Removed former 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.

NINTH REVISION ADOPTED AT A SPECIALMEETING OF THE OWNERS HELD ON:

Completely rewritten, harmonized and revised to comply with Virginia Property Owners Association Act and the Virginia Nonstock Corporation Act. Simplified organization and pagination to make Bylaws more user friendly. Language modernized and clarified. Added checklist for conduct of association business by the board. Other revisions to address recent disruptions to Association business. All changes intended to eliminate potential misunderstanding and to promote transparency.

BYLAW APPENDIX A

Directors should be aware of the following principal laws that apply or potentially apply to Virginia Property Owners Associations.

This list is not intended to be exhaustive. Other state and federal laws may apply.

<u>Statute or Regulation</u>	<u>Common Title</u>
VA CODE §§ 55.1-1800, <i>et seq.</i>	Virginia Property Owners Association Act
VA CODE §§ 13.1-801, <i>et seq.</i>	Virginia Nonstock Corporation Act
VA CODE §§ 54.1-2345, <i>et seq.</i>	Common Interest Community Laws
18VAC48-60-10, <i>et seq.</i>	Common Interest Board Regulations and Registration Requirements.
18VAC48-70-10, <i>et seq.</i>	Common Interest Community Ombudsman Regulations and Complaint Procedure
42 U.S.C. § 3601, <i>et seq.</i>	Federal Fair Housing Act
42 U.S.C § 12101, <i>et seq.</i>	Americans With Disabilities Act, but only if the association allows public use of facilities.
4 U.S.C § 5	Federal Freedom to Display American Flag Act of 2005
47 C.F.R. §1.4000	Federal Over-the-Air Reception Devices Rule

APPENDIX B:

BETZ LANDING HOMEOWNERS ASSOCIATION

PROXY

I hereby nominate and appoint [ASSOCIATION PRESIDENT] as my proxy to act on my behalf for the following purposes and none other at a special meeting of the Betz Landing Homeowners Association, which is scheduled for [DATE OF MEETING]:

1. My proxy shall be my representative for purposes of establishing any and all quorum requirements of the meeting.
2. My proxy is authorized and instructed to cast on my behalf the votes listed on the Absentee Ballot printed on the reverse side of this document.

In the event that [PRESIDENT'S NAME] is absent from such meeting or is otherwise unwilling to unable to act, I nominate and appoint [ASSOCIATION VICE PRESIDENT] to act as my proxy with the same authority and powers listed above.

This proxy shall survive my disability.

This proxy is revocable by me at any time prior to commencement of the meeting listed above.

This proxy shall be effective for the meeting listed above and for any adjournments and/or recesses of such meeting. It shall automatically expire at the final adjournment *sine die* of the meeting listed above.

LOT OWNER NAME (print): _____

LOT NUMBER(s): _____

SIGNATURE: _____

DATE: _____

WITNESS: _____

PLEASE COMPLETE A SEPARATE PROXY AND ABSENTEE BALLOT FOR EACH LOT OWNED.

ABSENTEE BALLOT TO BE CAST BY MY PROXY APPEARS ON THE REVERSE OF THIS FORM.

NO OTHER PROXY OR BALLOT FORM WILL BE ACCEPTED.

ABSENTEE BALLOT

This absentee ballot is an integral part of my Proxy, which appears on the reverse of this form.

I desire to cast an absentee ballot for the following candidates [AND QUESTIONS] and authorize my proxy to cast these votes on my behalf by submitting this absentee ballot to election judges duly appointed for the meeting I have designated in the proxy..

Board of Directors: Vote for three (3)

CANDIDATE	<input type="checkbox"/>
CANDIDATE	<input type="checkbox"/>
CANDIDATE	<input type="checkbox"/>
CANDIDATE	<input type="checkbox"/>
CANDIDATE	<input type="checkbox"/>

Architectural Control Committee: Vote for one (1)

CANDIDATE	<input type="checkbox"/>
CANDIDATE	<input type="checkbox"/>
CANDIDATE	<input type="checkbox"/>

[IF NEEDED, ADD THE FOLLOWING LANGUAGE]

Ballot Issue

[DESCRIBE, e.g. Shall the Bylaws be amended in accordance with the written proposed amendment dated XXXXX?]	<input type="checkbox"/> Yes <input type="checkbox"/> No
--	---

**RETURN COMPLETED PROXY AND ABSENTEE BALLOT TO
[NAME AND MAILING ADDRESS]
ON OR BEFORE [DATE].**

Rules and Guides of Order

Rule 1

Role of the Chair

Authority for conduct of the meeting shall be assigned to the chair, who shall be responsible for timely, fair, and reasonable conduct of the meeting's business. Decisions of the chair are final on questions of procedure, except that any ruling may be appealed to a majority vote of the meeting. If a ruling of the chair is corrected by the meeting, the chair shall amend its ruling to reflect the will of the meeting.

The Modern Rules of Order

Rule 2

The Rules and Governing Law

The rules of conduct of the meeting are subordinate to bylaws of the organization, which are subordinate to the articles (or charter) and to prevailing state or federal law.

While Rules 1 and 2 are mandatory; the remaining principles are denominated as guides and serve as guidance to the chair, subject to Rules 1 and 2.

Guide 1

The Agenda

The chair shall be responsible for establishing the order of business, or agenda, in consultation with the secretary, and shall ensure that the order of business is posted or circulated as required by the bylaws, articles, or law.

Guide 2

Convening the Meeting

The chair shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

Guide 3

Special Officers

The chair shall have authority to appoint a special chair to conduct the meeting, a special secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The special chair or other specially appointed officers shall serve under the authority of and be subject to direction of the elected chair. A special secretary shall also serve under supervision of the elected secretary.

Guide 4

Approval of Minutes and Reports as Submitted

By announcement of the chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

Guide 5

General Discussion

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be

resolved (a) by recording the general consensus or "sense of the meeting" or (b) by a formal motion.

Guide 6

General Principles for Discussion or Debate

Discussion of any issue is subject to regulation by the chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are:

- (a) to determine the will of the body and to articulate decisions for conduct of business;
- (b) to assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- (c) to maintain at all times the dignity of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- (d) to present the consideration of business in a manner understood by all participants.

Guide 7

General Consensus or Sense of the Meeting

When a course of action is embraced by a clear consensus of meeting participants, the chair may, if there is no objection, state that action upon the issue is resolved by "general consensus" or the "sense of the meeting." A ruling as to general consensus or the sense of the meeting shall be recorded in the minutes as the decision of the meeting.

Guide 8

Use of Motion Practice

Where a sense of the meeting cannot be determined with reasonable certainty (as discussed in Guide 7), or where by reason of importance of the matter formal approval or a count of the votes is desired, the chair or any member may state the proposal as a motion governed by motion practice as set forth in Guide 10.

Guide 9

Motion Practice

The guides of motion practice shall be applied as a recommendation to the chair in disposition of formal motions, which are resolved by a vote of the meeting.

Guide 10

Motion Practice and Precedence

Under these guides, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence; when any motion is pending, any motion listed above it in the list is in order, but those below it should be considered out of order.

Where a required vote is stated, reference is made to those present and voting or, in situations such as shareholders meetings where participants may have more than one vote, reference is to the number of votes cast.

A. MEETING CONDUCT MOTIONS.

1. Point of Privilege.

Characteristics:

- May interrupt a speaker.
- Second not required.
- Not debatable.
- Not amendable.
- Resolved by the chair, no vote is required.

2. Point of Procedure.

Characteristics:

- May interrupt a speaker.
- Second not required.
- Not debatable.
- Not amendable.

- Resolved by the chair; no vote is required.

Similar Motions Included: Point of order, point of inquiry.

3. To Appeal a Ruling of the Chair.

Characteristics:

- May not interrupt a speaker.
- Second required.
- Debatable.
- Not amendable.
- Majority vote required.

Special Note: If a ruling of the chair is based upon governing law (e.g., not a proper subject of the meeting or a matter requiring prior notice), it is not appealable.

4. To Recess the Meeting.

Characteristics:

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

B. DISPOSITION MOTIONS.

1. To Withdraw a Motion.

Characteristics:

- May interrupt a speaker.
- Second not required.

- Not debatable.
- Not amendable.
- Resolved by the chair; no vote is required.

2. To Postpone Consideration.

Characteristics:

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

Similar Motion Included: To table; to postpone indefinitely.

3. To Refer.

Characteristics:

- May not interrupt a speaker.
- Second required.
- Debatable
- Amendable.
- Majority vote required.

4. To Amend.

Characteristics:

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

5. To Limit, Extend, or Close Debate.*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Two-thirds vote required.

Similar Motions Included: To move the question; to call the previous question.

6. To Count the Vote.*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Not debatable.
- Not amendable.
- Mandatory when seconded; no vote required.

Similar Motions Included: To divide the assembly.

C. MAIN MOTIONS—TO TAKE ACTION OR RECONSIDER ACTION TAKEN.*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required unless a greater vote is required by the bylaws, articles, or law.

Guide 11**Elections**

Elections are initiated by the process of nomination set forth in the bylaws, charter, or prevailing law. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. For particular offices, a majority vote is required; however, the directors are chosen by plurality vote (unless otherwise required in the bylaws, charter, or governing law).

Guide 12**Adjournment**

Upon completion of the meeting's agenda, if no further business is indicated, the chair shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the chair. A motion to adjourn prior to completion of the agenda is not appropriate and therefore out of order.

Guide 13

Minutes

Minutes of the meeting shall be recorded by or under supervision of the secretary and be submitted for approval at a subsequent meeting. In the absence of the secretary, the chair shall appoint a special secretary of the meeting.

Chart of Guidance for Motion Practice

Motion	Interrupt a Speaker	Second Required	Debatable	Amendable	Vote Required
MEETING CONDUCT MOTIONS:					
Point of Privilege	yes	no	no	no	none
Point of Procedure	yes	no	no	no	none
To Appeal	no	yes	yes	no	majority
To Recess	no	yes	yes	yes	majority
DISPOSITION MOTIONS:					
To Withdraw	yes	no	no	no	none
To Postpone Consideration	no	yes	yes	yes	majority
To Refer	no	yes	yes	yes	majority
To Amend	no	yes	yes	yes	majority
To Limit, Extend, or Close Debate	no	yes	yes	yes	2/3
To Count the Vote	no	yes	no	no	none
MAIN MOTIONS:					
To Take Action, to Reconsider, or to Elect	no	yes	yes	yes	majority unless otherwise required