

BY-LAWS OF THE TOWN AND COUNTRY COMMUNITY CORPORATION

ARTICLE ONE – OFFICES

The principal office of the corporation shall be the office of the current attorney of the association; the mailing office of the Town and Country Community Corporation shall be located at P.O. Box 5176, Falmouth, Virginia 22403. The corporation may have such other offices, either within or outside the State of Virginia, which the board of directors may determine as are necessary.

ARTICLE TWO – DEFINITIONS

1. “Association” shall mean and refer to Town and Country Homeowners Association, its successors and assigns.
2. “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions.
3. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the real property that is owned by the Association for the common use and enjoyment of its members.
4. “Member” shall mean and refer to every person or entity that holds membership in the Association.
5. “Owners” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is part of the properties.
6. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, as well as any Supplemental Declaration or Amendments applicable to the Properties, recorded, or to be recorded, in the Clerk’s office of the Circuit Court of the County of Stafford, Virginia
7. “Board of Directors” shall mean the executive body of a property owners’ association or a committee that is exercising the power of the executive body by resolution or bylaw.
8. “Electronic means” shall mean any form of communication, not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient of such communication. Any term used in their definition that is defined in S59.1-480 of the Uniform Electronic Transactions Act shall have the meaning set forth in such section.
9. “Proxy” shall mean a non-member legally authorized to vote on behalf of a member in good standing who is unable to attend a meeting to vote for themselves. The proxy may not raise issues for discussion nor verbally comment on issues under discussion during the meeting; the role of the designated non-member is limited strictly to the function of casting votes on behalf of the member.

ARTICLE THREE – MEMBERSHIP

1. TERMS OF MEMBERSHIP:

The members of the corporation shall be referred to as regular members. The qualifications for membership as a regular member shall be fee simple ownership of a lot in Town and Country Subdivision. A member is considered to be in good standing when all dues, annual assessments, and special assessments are up to date and paid in full.

2. MEMBERSHIP RIGHTS:

Every lot owner who is a member in good standing of the property owners' association shall have the following rights:

- a. The right of access to all books and records kept by or on behalf of the association, including records of all financial transactions;
- b. The right to cast a vote on any matter requiring a vote by the association's membership.
- c. The right to have notice of any meeting of the board of directors, and, upon notification of intent to the board, to make a record of any such meeting by audio or visual means;
- d. The right to have (i) notice of any proceeding conducted by the board of directors or other tribunal specified in the declaration against the lot owner to enforce any rule or regulation of the association and (ii) the opportunity to be heard and represented by counsel at such proceeding, and the right of due process in the conduct of that hearing; and
- e. The right to serve on the board of directors if duly elected.

3. TERMINATION OF MEMBERSHIP RIGHTS:

The board of directors, by affirmative vote of two-thirds of all of the members of the Board, may deem a regular member "not in good standing" if the member is in default in the payment of dues, annual assessments, or special assessments for the period of 60 days. A member deemed not in good standing is not entitled the membership rights stated above.

4. REINSTATEMENT OF MEMBERSHIP RIGHTS:

A member classified as not in good standing will be reinstated as in good standing when payments for dues, annual assessments, special assessments, and any interest and or penalties incurred are up to date and paid in full.

5. TRANSFER OF MEMBERSHIP:

Membership in this corporation is not transferable or assignable.

ARTICLE FOUR – MEETINGS OF MEMBERS

1. ANNUAL MEETING OF MEMBERS:

An annual meeting of the members shall be held at least once a year at a place determined by the board during the first two weeks of August for the purpose of electing directors and for the transaction of such other business that may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

An officer or their agent shall, at least 14 days in advance of any annual or regularly scheduled meeting send to each member notice stating the place, day, and hour of the meeting of members. Notice shall be delivered either personally, electronically, or by US mail to each member entitled to vote at such meeting.

Annual meetings are not open to non-members unless they have been invited by the board of directors to provide information.

2. SPECIAL MEETINGS OF MEMBERS:

Special meetings of the members may be called by the president, the board of directors, or not less than twenty five percent of the members having voting rights, at a place designated by the board of directors or those calling the meeting. Written notification of any special meeting stating the purpose, place, day, and hour of the meeting shall be delivered either personally, electronically, or by US mail to each member entitled to vote at such meeting at least 7 days before the meeting is to be held. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage prepaid. If sent electronically, the notice of a meeting shall be deemed to be delivered when it is sent to the member's email address as it appears on the records of the corporation.

If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Virginia, but if all of the members shall met at an time and place, either within or outside the State of Virginia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Special meetings are not open to non-members unless they have been invited by the board of directors to provide information.

3. QUORUM:

Members holding ten per cent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

4. PROXIES:

At a meeting of members, when a member in good standing designates a non-member as a proxy, the designated non-member is limited to casting votes on behalf of the member as specified in the proxy. Designated non-members may not raise issues for discussion nor verbally comment on issues under discussion during the meeting; the role of the designated non-member is limited strictly to the function of casting votes on behalf of the member.

The proxy must be dated and signed by the member and can only be used for the purpose of voting on behalf of a member in good standing who is unable to attend a meeting to vote for themselves. The proxy must state whether it is a blanket proxy or to be used only for a specific vote. Proxies expire after 30 days unless it is expressly stated otherwise in the proxy or unless the member revokes it before then.

5: VOTING BY MAIL:

Where directors are to be elected by members, such election may be conducted in person, by mail or by electronic means in such manner as the board of directors shall determine.

ARTICLE FIVE – BOARD OF DIRECTORS

1. GENERAL POWERS:

The affairs of the corporation shall be managed by its board of directors.

2. NUMBER, TENURE, AND QUALIFICATIONS:

The number of directors shall be at least four. Directors shall be lot owners and a member in good standing. Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting of members and the election of their successor.

3. REGULAR MEETING OF THE BOARD OF DIRECTORS:

A regular meeting of the board of directors shall be held in person or electronically without any other notice than this bylaw immediately after, and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal

office of the corporation in the absence of any designation in the resolution. The board of directors shall meet at least 4 times annually.

4. SPECIAL MEETING OF THE BOARD OF DIRECTORS:

Special meetings of the board of directors may be called by, or at the request of the president or any two directors, and shall be held in person or electronically.

5. NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS:

Notice of any special meeting of the board of directors shall be given at least two days' notice by mail, email, or phone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Notice of a special meeting of the board of directors will be given to the membership at least two days in advance by posting the purpose, place, date, and time of such meeting on a community fixture, including but not limited to a mailbox cluster box.

6. QUORUM:

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

7. BOARD DECISIONS:

The act of a majority of the directors present at a meeting at which a quorum is required by law or by these bylaws.

8. VACANCIES:

Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of their predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

9. COMPENSATION:

Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE FIVE – OFFICERS

1. OFFICERS:

The officers of the corporation shall be a lot owner and member in good standing. The officers shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, for time to time, by the board of directors. Any two or more offices may be held by the same person, excepting the president.

2. ELECTION AND TERM OF OFFICE:

The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor has been duly elected and qualifies.

3. REMOVAL:

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5. POWERS AND DUTIES:

The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence

of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE SIX – COMMITTEES

1. COMMITTEES OF DIRECTORS:

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or them by law.

2. COMMITTEES:

Committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members in good standing of the corporation and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE SEVEN – CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

1. CONTRACTS:

The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances. All contracts will be executed and signed by at least two members of the Board and a copy will be kept with the corporations' records.

2. CHECKS, DRAFTS, OR ORDERS:

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by two officers or agents

of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

3. DEPOSITS:

All funds of the corporation shall be deposited in a reasonable time frame to the credit of the corporation in such banks, trust companies, and other depositories as the board of directors may select.

4. GIFTS:

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE EIGHT – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, board of directors, and committees having and exercising any of the authority of the board of directors. Furthermore, beginning August 1, 2021 all records shall be backed up digitally at a minimum of once a year. The digital record shall be kept in a safety deposit box at the corporation's banking institute.

A record shall be kept by the secretary giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE NINE – FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of August in each year and end at midnight on the 31st day of July of the following year.

ARTICLE TEN – DUES

1: ANNUAL DUES:

The board of directors shall determine the amount of annual dues payable to the corporation or corporation by members and shall give appropriate notice to the members.

2: PAYMENT OF DUES:

Dues shall be payable in advance on the first day of August in each year.

3: DEFAULT AND TERMINATION OF MEMBERSHIP:

When any member is in default in the payment of dues, annual assessments, or special assessments for a period of (3) months from the beginning of the periods for which such dues became payable, their membership may be considered “not in good standing” until such time as they have paid such dues, assessments, and any interest or penalties incurred.

ARTICLE ELEVEN – SEAL

The board of directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation, and the words “corporate seal”.

ARTICLE TWELVE – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of S13.1-214 Code of Virginia (1950) or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN – AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least thirty days’ written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting, or by vote of the members at any regular or special meeting.

These bylaws were altered, amended, and adopted on 22April2021 and shall supersede any former bylaws that were previously in force.