

Sommerville By-Laws

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BY-LAWS OF SOMMERVILLE OWNERS ASSOCIATION, INC.

ARTICLE I – NAME AND LOCATION

The name of the Corporation is SOMMERVILLE OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal mailing address of the corporation shall be P.O. Box 9, Seaford, Virginia 23696. Meetings of members and directors may be held at such places within the State of Virginia, reasonably convenient as may be designated by the Board of Directors.

ARTICLE II – DEFINITIONS

- A. "Association" shall mean the Virginia non-stock, non-profit corporation known as Sommerville Owners Association, Inc., comprised of Members being owners of Lots in the Development.
- B. "Board of Directors" shall mean the executive body of Association.
- C. "Common Area" shall mean all portions of the Property and any improvements thereon other than the portions of the Property designated as either Lots or as Conservation Area.
- D. "Conservation Area" shall mean that portion of the Property comprising approximately twenty-one (21) acres in the western portion of the Property which is designated on Exhibit A attached hereto, and which is set aside for perpetual preservation pursuant to Paragraph 1 of Activity - Specific Conditions contained in United States Army Corps of Engineers Permit 91-0126 issued to Declarant.
- E. "Declarant" shall mean SOMMERVILLE OWNERS ASSOCIATION, INC., a Virginia non-stock corporation.
- F. "Covenants" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property, recorded in the Office of the Clerk for the Circuit Court for York County, Virginia.
- G. "Development" shall mean the single-family residence development known as "Sommerville" constructed upon the Property and subject to these Covenants.
- H. "House" shall mean a single-family residence constructed upon Lots located upon the Property.
- I. "Lot" shall mean any certain parcel created within the Property as designated on subdivision plats of the Property recorded in the Office of the Clerk of the Circuit Court for York County, Virginia, upon which a House has been constructed and conveyed in fee simple absolute by general warranty fee to an Owner.

- J. "Member" shall mean and refer to those persons entitled to membership as provided in the Covenants.
- K. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- L. "Property" shall mean that certain real property described in Article II, Section 1 and such additions made thereto from the Additional Land described in Article III of the Covenants.

ARTICLE III – MEETING OF MEMBERS

Section 1. Annual Meetings.

The annual meeting of the Members shall be held on the second Tuesday of November every year, at the hour of 7:30 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings.

Special meetings of the Members may be called at any time by the president, by any two members of the Board of Directors, or upon written request of one-quarter (1/4) of all members who are entitled to vote.

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 providing a copy of such notice, at least seven (7) days before such meeting to each Member entitled to vote thereat, addressed to the 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. Quorum.

The presence at the meeting of Members entitled to cast, or of proxies/absentee ballots entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Covenants, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat 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 5. Proxies.

At all meetings of Members, each Member may vote in person, by proxy, or by absentee ballot. All proxies and absentee ballots shall be in writing and filed with the secretary.

Every proxy and absentee ballot shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV – BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number.

The affairs of this Association shall be managed by a Board of three (3) Directors, who shall be Members of the Association.

Section 2. Term of Office.

At the first annual meeting, the Members elected one director for a term of three years, one director for a term of two years and one Director for a term of one year. At each annual meeting thereafter the Members shall elect one Director for a term of three years to replace the Director whose three-year term is expiring.

Section 3. Removal and Replacement.

- (1) Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.
- (2) In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Directors of the Board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation.

No Director shall receive compensation for any service the Director may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's 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. An approved action shall be recorded in the minutes of the next meeting.

ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination.

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a three or more members of the Association, including a Chairman. 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. Such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election.

Election to the Board of Directors shall be by secret written ballot at the annual meeting of the Members. At such election the Members, their proxies, or their absentee ballots may cast, in respect to each vacancy, one vote as they are entitled to exercise under the provisions of the Covenants. One ballot or absentee ballot shall be distributed for each Lot or proxy, and shall be checked against a list of Properties.

The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Votes shall be counted by at least two (2) Members in good standing, with the assistance of the Association attorney, if present, and shall not include the current Directors on the Board or candidates nominated for election.

ARTICLE VI – MEETINGS OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held as determined by the Board of Directors, at such place and hour as may be fixed from time to time by resolution of the Board. 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.

The date, place, and hour of each regular meeting shall be prominently posted to inform the Members.

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 Directors, after not less than one (1) day notice to each Director.

Section 3. Quorum.

A majority of the number of Directors shall 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.

ARTICLE VII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have power to:

- (1) 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 By-Laws, the Articles of Incorporation, or the Covenants.
- (2) 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 regular meetings of the Board of Directors.
- (3) Contract and prescribe the duties of independent contractors as the Board deems necessary.

Section 2. Duties.

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

- (1) Cause to be kept a complete record of all its acts and corporate affairs in accordance with Article X, and present a summary thereof at the annual meeting of the Members.
- (2) Present a complete record to the members at the annual meeting of the Members or at any special meeting, when requested in writing by one-tenth (1/10) of the Members who are entitled to vote.
- (3) Supervise all officers, contractors, agents, and employees of this Association, and to see that their duties are properly performed.
- (4) As more fully provided in the Covenants:
 - (a) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.
 - (b) Provide written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
 - (c) Bring an action at law with reasonable attorney fees against any property for which assessments are not paid within thirty (30) days after the due date.
- (5) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates.

If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (6) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (7) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (8) Cause the Common Area and Conservation Area to be maintained.
- (9) Elect the officers and appoint committees as hereinafter provided.

ARTICLE VIII – OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices.

The officers of this Association shall be a president and a vice-president, who shall at all times be members of the Board of Directors; and a secretary, 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 an officer shall sooner resign, or shall be removed, or otherwise 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 or without cause, by the Board. 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 the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not 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 replaced officer.

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 offices 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.

- (2) Vice-President - The vice-president shall act in the place and stead of the president in the event of president's absence, or inability or refusal to act; and shall exercise and discharge such other duties as required by the Board.
- (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 proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting, and provide a copy of each to the members with the annual meeting notice.

ARTICLE IX – COMMITTEES

The Association and/or the Board of Directors shall appoint such committees as are deemed appropriate in carrying out its purposes.

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. The Covenants, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI – ASSESSMENTS

As more fully provided in the Covenants, each member is obligated to pay to the Association annual and special assessments. Any assessments which are not paid when due shall be delinquent.

ARTICLE XII – CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Sommerville Owners Association, Inc.

ARTICLE XIII – AMENDMENTS

Section 1. These By-Laws may be amended at an annual or special meeting of the members, by vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Covenants and these By-Laws, the Covenants shall control.


ARTICLE XIV – MISCELLANEOUS

The fiscal year of the Association shall begin on the first 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.

IN WITNESS WHEREOF, Sommerville Owners Association, Inc. has caused its name to be signed hereto.

SOMMERVILLE OWNERS ASSOCIATION, INC.

By:  12-5-2016
Shari Hamel
President

By:  12-5-2016
John Cooker
Vice-President

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